

DUKE REALTY CORP

Form 424B5

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Registration No. 333-136173

A filing fee of \$9,115, calculated in accordance with Rule 457(r), has been transmitted to the SEC in connection with the securities offered from the registration statement (File No. 333-136173) by means of this prospectus supplement.

PROSPECTUS SUPPLEMENT

(To Prospectus dated August 3, 2007)

7,000,000 Common Shares

We are selling 7,000,000 shares of our common stock to the underwriters.

Our common stock is listed on the New York Stock Exchange, or NYSE, under the symbol DRE. On September 26, 2007, the reported closing price of our common stock on the NYSE was \$33.38 per share.

The underwriters have agreed to purchase the common stock at a price of \$33.26 per share, which will result in approximately \$232.8 million of proceeds to us in the aggregate. The underwriters propose to offer the 7,000,000 shares of common stock from time to time for sale in negotiated transactions or otherwise, at market prices on the NYSE prevailing at the time of sale, at prices relating to such prevailing market prices, or otherwise.

We have granted the underwriters a 30-day option to purchase up to an additional 1,050,000 shares of our common stock.

Investing in our common stock involves risk. See Risk Factors on page S-4 of this prospectus supplement and beginning on page 5 of our Annual Report on Form 10-K for the year ended December 31, 2006.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the attached prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares to purchasers on or about October 3, 2007.

Joint Book-Running Managers

Morgan Stanley

UBS Investment Bank

The date of this prospectus supplement is September 27, 2007.

TABLE OF CONTENTS

We include cross references in this prospectus to captions elsewhere in these materials where you can find further related discussions. The following table of contents tells you where to find these captions.

	Page
PROSPECTUS SUPPLEMENT	
<u>About This Prospectus Supplement</u>	S-2
<u>Summary of Offering</u>	S-3
<u>Risk Factors</u>	S-4
<u>Use of Proceeds</u>	S-6
<u>Price Range of Common Stock</u>	S-6
<u>Underwriting</u>	S-7
<u>Legal Matters</u>	S-8
PROSPECTUS	
<u>Important Information about this Prospectus</u>	ii
<u>Where You Can Find More Information</u>	iii
<u>Incorporation of Certain Information by Reference</u>	iii
<u>Cautionary Note Regarding Forward-Looking Statements</u>	1
<u>Duke and the Operating Partnership</u>	2
<u>Use of Proceeds</u>	3
<u>Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends</u>	3
<u>Description of Debt Securities</u>	4
<u>Description of Preferred Stock</u>	16
<u>Description of Depositary Shares</u>	22
<u>Description of Common Stock</u>	26
<u>Description of Warrants</u>	29
<u>Description of Stock Purchase Contracts</u>	30
<u>Description of Units</u>	31
<u>Federal Income Tax Considerations</u>	32
<u>Selling Securityholders</u>	47
<u>Plan of Distribution</u>	47
<u>Legal Matters</u>	49
<u>Experts</u>	49

S-1

ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using an automatic shelf registration statement. Our shelf registration statement allows us to offer from time to time a wide array of securities. In the accompanying prospectus, we provide you with a general description of the securities we may offer from time to time under our shelf registration statement and other general information that may apply to this offering. In this prospectus supplement, we provide you with specific information about the common stock that we are selling in this offering. Both this prospectus supplement and the accompanying prospectus include important information about us, our common stock and other information that you should know before investing. This prospectus supplement also adds, updates and changes information contained in the accompanying prospectus. You should carefully read both this prospectus supplement and the accompanying prospectus as well as additional information described under **Where You Can Find More Information** in the accompanying prospectus before investing in our common stock.

Generally, when we refer to this prospectus, we are referring to both the prospectus supplement and the accompanying prospectus, as well as the documents incorporated by reference herein and therein. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different information. You should not rely on any other information that you may otherwise receive. We are not, and the underwriters are not, making an offer to sell or selling these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference is accurate as of any date other than the respective dates of those documents, except where the information is as of a specific date. In case there are any differences or inconsistencies between this prospectus supplement, the accompanying prospectus and the information incorporated by reference, you should rely on the information in the document with the latest date.

Duke Realty Corporation is an Indiana corporation. Our principal offices are located at 600 East 96th Street, Suite 100, Indianapolis, IN 46240, and our telephone number at that address is (317) 808-6000. Our website is located at <http://www.dukerealty.com>. The information contained on our website is not part of this prospectus supplement or the accompanying prospectus.

All references to Duke, we, us, or our in this prospectus supplement mean Duke Realty Corporation and all entities owned or controlled by Duke Realty Corporation, except where it is made clear that the term means only Duke Realty Corporation.

S-2

Summary of Offering

Common stock offered by the Company	7,000,000 shares
Common stock outstanding after this offering(1)	145,552,411 shares
Use of Proceeds	We expect to receive net proceeds from the sale of the common stock of approximately \$232.7 million, after deducting estimated offering expenses. If the underwriters' over-allotment option is exercised in full, our net proceeds from the offering will be approximately \$267.6 million, after deducting estimated offering expenses. We intend to use the net proceeds to repay outstanding borrowings under our unsecured line of credit and for general corporate purposes.
New York Stock Exchange symbol	DRE

1 We have granted the Underwriters a 30-day option to purchase up to an additional 1,050,000 shares of our common stock. Unless otherwise indicated, all amounts in this prospectus supplement assume no exercise of the underwriters' option.

S-3

RISK FACTORS

Investing in our common stock involves risks. In deciding whether to invest in our common stock, you should carefully consider the following risk factors in addition to the other information contained in this prospectus supplement and the accompanying prospectus and the information incorporated by reference herein. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect us. If any of these risks occurs, our business, financial condition or results of operations could be materially and adversely affected. In that case, the value of our common stock and your investment could decline.

Future sales or issuances of our common stock may dilute the ownership interest of existing shareholders and depress the trading price of our common stock.

Future sales or issuances of our common stock may dilute the ownership interests of our existing shareholders. In addition, future sales or issuances of substantial amounts of our common stock may be at prices below the offering price of the shares offered by this prospectus supplement and may adversely impact the market price of our common stock.

The price of our common stock may fluctuate significantly.

The market price of our common stock may fluctuate significantly in response to many factors, including:

- actual or anticipated variations in our operating results or dividends;
- changes in our funds from operations or earnings estimates;
- publication of research reports about us or the real estate industry, generally;
- increases in market interest rates that lead purchasers of our shares to demand a higher dividend yield;
- changes in market valuations of similar companies;
- adverse market reaction to any additional debt we incur in the future;
- additions or departures of key management personnel;
- actions by institutional shareholders;
- speculation in the press or investment community;
- the realization of any of the other risk factors included in, or incorporated by reference to, this prospectus supplement; and
- general market and economic conditions.

In addition, many of the factors listed above are beyond our control. These factors may cause the market price of our common stock to decline, regardless of our financial condition, results of operations, business or prospects. It is impossible to ensure that the market price of our common stock will not fall in the future.

We may enter into future acquisitions and take certain actions in connection with such acquisitions that could affect the price of our common stock.

As part of our growth strategy, we expect to continue to regularly review acquisition prospects that would offer business and strategic opportunities. In the event of future acquisitions, we could:

- use a significant portion of our available cash;
- issue equity securities, which would dilute the current percentage ownership of our shareholders;
- incur substantial debt;
- incur or assume contingent liabilities, known or unknown;
- incur amortization expenses related to intangibles; and
- incur large, immediate accounting write-offs.

Any such actions by us could harm our results from operations and adversely affect the price of our common stock.

S-5

USE OF PROCEEDS

We expect to receive net proceeds from the sale of the common stock of approximately \$232.7 million, after deducting estimated offering expenses. If the underwriters' over-allotment option is exercised in full, our net proceeds from the offering will be approximately \$267.6 million after deducting offering expenses. We presently intend to use the net proceeds to repay borrowings outstanding under our unsecured line of credit, and for other general corporate purposes. As of September 26, 2007, we had aggregate borrowings of approximately \$327 million outstanding under our unsecured line of credit, which amounts were then bearing interest at an average rate of LIBOR plus 0.37%, including the impact of the competitive bid feature of our credit facility applicable to a portion of the current borrowings outstanding thereunder. Our unsecured line of credit matures in January 2010. Affiliates of each of Morgan Stanley & Co. Incorporated and UBS Securities LLC are lenders under our unsecured line of credit and would receive a share of the net proceeds, if any, used to repay borrowings under the line of credit proportionate to their respective commitments under the line of credit.

PRICE RANGE OF COMMON STOCK AND DISTRIBUTIONS

As of September 26, 2007, there were 138,552,411 shares of our common stock outstanding. Our common stock is traded on the NYSE under the symbol DRE.

The following table sets forth, for the periods indicated, the high and low closing sales prices for our common stock, as reported on the NYSE, and quarterly declared cash dividends per share. The closing sales price of our common stock on the NYSE on September 26, 2007 was \$33.38 per share.

	Common Stock Price High	Low	Cash Dividend Per Common Share
2007			
Third quarter (through September 27, 2007)	\$ 37.05	\$ 29.73	\$ 0.48
Second quarter	45.40	35.22	0.475
First quarter	48.42	40.02	0.475
2006			
Fourth quarter	44.05	36.98	0.475
Third quarter	38.50	34.60	0.475
Second quarter	37.90	32.88	0.47
First quarter	38.55	33.31	0.47

UNDERWRITING

Subject to the terms and conditions contained in the terms agreement (including the terms and conditions of the Underwriting Agreement attached as Annex A thereto) dated as of the date of this prospectus supplement, we have agreed to sell to each of the underwriters named below, severally and not jointly, and each of the underwriters has severally and not jointly agreed to purchase from us, the number of shares set forth opposite their names below.

Underwriters	Number of Shares
Morgan Stanley & Co. Incorporated	3,500,000
UBS Securities LLC	3,500,000
Total	7,000,000

Under the terms and conditions of the underwriting agreement, if the underwriters purchase any of the shares, then the underwriters are obligated to take and pay for all of the shares.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or, if indemnification is not allowed, to contribute to payments the underwriters may be required to make because of those liabilities.

The underwriters have agreed to purchase the shares of common stock at a price of \$33.26 per share, which will result in approximately \$232.8 million of proceeds to us in the aggregate.

We have granted to the underwriters an option, exercisable for 30 days from the date of this prospectus supplement, to purchase up to an aggregate of 1,050,000 additional shares of common stock at the offering price listed on the cover page of this prospectus supplement. To the extent the option is exercised, each underwriter will become obligated, subject to limited conditions, to purchase approximately the same percentage of the additional shares of common stock as the number listed opposite the underwriter's name in the preceding table bears to the total number of shares of common stock listed opposite the names of all underwriters in the preceding table. If the underwriters' option is exercised in full, our net proceeds from the offering will be approximately \$267.7 million in the aggregate.

The underwriters propose to offer the shares of common stock from time to time for sale in one or more transactions on the NYSE, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices, subject to receipt and acceptance by them and subject to their right to reject any order in whole or in part. In connection with the sale of the shares of common stock offered hereby, the underwriters may be deemed to have received compensation in the form of underwriting discounts. The underwriters may receive from purchasers of the common stock normal brokerage commissions in amounts agreed with such purchasers. The underwriters may effect such transactions by selling shares of common stock to or through dealers, and such dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters and/or purchasers of common stock for whom they may act as agents or to whom they may sell as principal.

We and our operating partnership have agreed with the underwriters that, subject to certain exceptions, without the prior written consent of the underwriters, we and our operating partnership will not directly or indirectly, during the period commencing on the date hereof and ending 60 days after the date hereof, sell, offer to sell, grant any option for the sale of, enter into any agreement to sell, or otherwise dispose of any shares of our common stock. Furthermore, certain of our executive officers have agreed that without the prior written consent of the underwriters, they will not directly or indirectly, during the period commencing on the date hereof and ending 60 days after the date hereof (1) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any

option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any common stock or any securities convertible into or exercisable or exchangeable for common stock, (2) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the common stock, whether any such transaction described in clause (1) or (2) above is to be settled by delivery of common stock or such other securities, in cash or otherwise, or (3) make any demand for or exercise any right with respect to, the registration of any common stock or any security convertible into or exercisable or exchangeable for common stock.

The underwriters, in their sole discretion, may release the common stock and other securities subject to the lock-up agreements described above in whole or in part at any time with or without notice. When determining whether or not to release the common stock and other securities from lock-up agreements, the underwriters will consider, among other factors, the holder's reasons for requesting the release, the number of shares or other securities for which the release is being requested and market conditions at the time.

The underwriters may engage in stabilizing transactions, covering transactions or purchases for the purpose of pegging, fixing or maintaining the price of the common stock, in accordance with Regulation M under the Exchange Act.

- Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.
- Covering transactions involve purchases of common stock in the open market after the distribution has been completed in order to cover short positions.

These stabilizing transactions and covering transactions may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of the common stock. As a result, the price of the common shares may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the NYSE or otherwise and, if commenced, may be discontinued at any time.

Neither we nor the underwriters make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the common stock. In addition, neither we nor the underwriters make representation that the underwriters will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice.

Expenses associated with this offering, to be paid by us, are estimated to be approximately \$130,000.

From time to time, the underwriters and certain of their affiliates have engaged, and may in the future engage, in transactions with, and perform investment banking and/or commercial banking services for, us and our affiliates in the ordinary course of business. Affiliates of each of Morgan Stanley & Co. Incorporated and UBS Securities LLC are lenders under our unsecured line of credit and would receive a share of the net proceeds, if any, used to repay borrowings under the line of credit proportionate to their respective commitments under the line of credit.

LEGAL MATTERS

The legality of the securities offered by this prospectus will be passed on for us by Alston & Bird LLP, Atlanta, Georgia. Certain legal matters in connection with this offering will be passed upon for the underwriters by Clifford Chance US LLP, New York, New York. Clifford Chance US LLP also acts from time to time as counsel to us in matters unrelated to this offering.

PROSPECTUS

DUKE REALTY CORPORATION

Common Stock
Preferred Stock
Depositary Shares
Warrants
Stock Purchase Contracts
Units

Guarantees of Debt Securities

DUKE REALTY LIMITED PARTNERSHIP

Debt Securities

This prospectus describes debt and equity securities that may be issued and sold, from time to time, by Duke Realty Corporation and/or Duke Realty Limited Partnership, or that may be offered and sold, from time to time, by selling securityholders to be identified in the future. Duke Realty Corporation may offer and sell common stock, preferred stock, depositary shares, warrants, stock purchase contracts, units and guarantees of debt securities, and Duke Realty Limited Partnership may offer and sell debt securities. The debt securities, preferred stock, warrants and stock purchase contracts may be convertible into or exercisable or exchangeable for common or preferred stock or other securities of Duke Realty Corporation or Duke Realty Limited Partnership or debt or equity securities of one or more other entities. The common stock of Duke Realty Corporation is listed on the New York Stock Exchange under the ticker symbol DRE.

We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis.

To the extent that any selling securityholder resells any securities, the selling securityholder may be required to provide you with this prospectus and a prospectus supplement identifying and containing specific information about the selling securityholder and the terms of the securities being offered.

This prospectus describes some of the general terms that may apply to these securities. The specific terms of any securities to be offered will be described in a supplement to this prospectus.

You should carefully read and consider the risk factors included in our periodic reports and other information that we file with the Securities and Exchange Commission before you invest in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 3, 2007.

TABLE OF CONTENTS

We include cross references to captions elsewhere in this prospectus where you can find related additional information. The following table of contents tells you where to find these captions.

<u>Important Information about this Prospectus</u>	ii
<u>Where You Can Find More Information</u>	iii
<u>Incorporation of Certain Information by Reference</u>	iii
<u>Cautionary Notice Regarding Forward-Looking Statements</u>	1
<u>Duke and the Operating Partnership</u>	2
<u>Use of Proceeds</u>	3
<u>Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends</u>	3
<u>Description of Debt Securities</u>	4
<u>Description of Preferred Stock</u>	16
<u>Description of Depositary Shares</u>	22
<u>Description of Common Stock</u>	26
<u>Description of Warrants</u>	29
<u>Description of Stock Purchase Contracts</u>	