

DUKE REALTY CORP

Form 5

February 13, 2009

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
OKLAK DENNIS D

(Last) (First) (Middle)

600 E 96TH ST, #100

(Street)

2. Issuer Name and Ticker or Trading
Symbol
DUKE REALTY CORP [DRE]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20084. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

INDIANAPOLIS, IN 46240

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/23/2008	Â	G	21,312 D Amount (D) Price \$ 23.63	73,554	D	Â
Common Stock	05/19/2008	Â	G	1,230 D Amount (D) Price \$ 26.74	72,324	D	Â
Common Stock	01/23/2008	Â	G	21,312 A Amount (A) Price \$ 23.63	50,728	I	By Spouse
Common Stock	05/19/2008	Â	G	1,230 A Amount (A) Price \$ 26.74	51,958	I	By Spouse

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Common Stock	Â	Â	Â	Â	Â	Â	7,370	I	By 401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options - Right to Buy	\$ 19.4261	Â	Â	Â	Â Â Â <u>(1)</u>	01/25/2010	Common Stock 29,570
Employee Stock Options - Right to Buy	\$ 24.2632	Â	Â	Â	Â Â Â <u>(2)</u>	01/31/2011	Common Stock 26,042
Employee Stock Options - Right to Buy	\$ 22.6799	Â	Â	Â	Â Â Â <u>(3)</u>	01/30/2012	Common Stock 27,859
Employee Stock Options - Right to Buy	\$ 24.6905	Â	Â	Â	Â Â Â <u>(4)</u>	02/19/2013	Common Stock 35,175
Employee Stock Options - Right to Buy	\$ 31.5771	Â	Â	Â	Â Â Â <u>(5)</u>	01/28/2014	Common Stock 27,504
	\$ 31.4022	Â	Â	Â	Â Â Â <u>(6)</u>	02/10/2015	51,450

Employee Stock Options - Right to Buy										Common Stock	
Employee Stock Options - Right to Buy	\$ 29.7607	Â	Â	Â	Â	Â	Â	(7)	04/27/2015	Common Stock	33,547
Employee Stock Options - Right to Buy	\$ 34.13	Â	Â	Â	Â	Â	Â	(8)	02/10/2016	Common Stock	106,015
Employee Stock Options - Right to Buy	\$ 47.88	Â	Â	Â	Â	Â	Â	(9)	02/10/2017	Common Stock	86,987
Employee Stock Options - Right to Buy	\$ 23.34	Â	Â	Â	Â	Â	Â	(10)	02/10/2018	Common Stock	330,594
Phantom Stock Units	Â	Â	Â	Â	Â	Â	Â	(11)	Â (11)	Common Stock	54,028
Phantom Stock Units	Â	Â	Â	Â	Â	Â	Â	(12)	Â (12)	Common Stock	27,701

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKLAK DENNIS D 600 E 96TH ST, #100 INDIANAPOLIS, IN 46240	Â X	Â	Â Chairman and CEO	Â

Signatures

Tracy D. Swearingen for Dennis D. Oklak per POA prev.
filed.

02/13/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/2005.

(2) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/31/2006.

(3) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/30/2007.

(4) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/19/2008.

(5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/2009.

(6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2010.

(7) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 4/27/2010.

(8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2011.

(9) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.

(10) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2013.

Represents phantom stock units accrued under the Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership. The units are valued on a one to one basis to the Company's common stock and are to be settled in cash upon the Reporting Person's termination of employment.

(12) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. The units are valued on a one to one basis to the Company's common stock and are to be settled in cash upon the termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.