

DUKE REALTY CORP  
Form 5  
February 14, 2008

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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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

1. Name and Address of Reporting Person \*  
**CHAPMAN ROBERT M**  
  
(Last) (First) (Middle)  
  
**3950 SHACKLEFORD RD, #300**  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
**DUKE REALTY CORP [DRE]**  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2007**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**COO**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**DULUTH, GA 30096-8268**

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

| 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 Ownership (Instr. 4) |
|                                                                                  |                                      |                                                    |                                | (A) Amount                                                        | or (D) | Price |                                                                                            |                                                          |                                   |
| Common Stock                                                                     | 08/21/2006                           | Â                                                  | G5 <sup>(1)</sup>              | 1,950                                                             | D      | \$ 0  | 45,419                                                                                     | D                                                        | Â                                 |
| Common Stock                                                                     | 08/21/2006                           | Â                                                  | G5 <sup>(1)</sup>              | 1,950                                                             | A      | \$ 0  | 4,650                                                                                      | I                                                        | By Children                       |
| Common Stock                                                                     | Â                                    | Â                                                  | Â                              | Â                                                                 | Â      | Â     | 3,888                                                                                      | I                                                        | By 401 (k) Plan                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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**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) | 8. Amount or Number of Shares |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|------------------|---------------------------------------------------------------|-------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A)                                                                                     | (D)                                                      | Date Exercisable | Expiration Date                                               | Title                         | Amount or Number of Shares |
| Employee Stock Options - Right to Buy      | \$ 22.4007                                             | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â                                                        | Â <sup>(2)</sup> | 01/26/2009                                                    | Common Stock                  | 25,643                     |
| Employee Stock Options - Right to Buy      | \$ 21.915                                              | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â                                                        | Â <sup>(3)</sup> | 06/18/2009                                                    | Common Stock                  | 25,725                     |
| Employee Stock Options - Right to Buy      | \$ 19.4261                                             | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â                                                        | Â <sup>(4)</sup> | 01/25/2010                                                    | Common Stock                  | 29,569                     |
| Employee Stock Options - Right to Buy      | \$ 19.4261                                             | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â                                                        | Â <sup>(5)</sup> | 01/25/2010                                                    | Common Stock                  | 8,871                      |
| Employee Stock Options - Right to Buy      | \$ 24.2632                                             | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â                                                        | Â <sup>(6)</sup> | 01/31/2011                                                    | Common Stock                  | 28,409                     |
| Employee Stock Options - Right to Buy      | \$ 22.6799                                             | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â                                                        | Â <sup>(7)</sup> | 01/30/2012                                                    | Common Stock                  | 27,859                     |
| Employee Stock                             | \$ 24.6905                                             | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â                                                        | Â <sup>(8)</sup> | 02/19/2013                                                    | Common Stock                  | 24,195                     |

|                                                   |            |   |   |   |   |   |   |        |            |                 |        |
|---------------------------------------------------|------------|---|---|---|---|---|---|--------|------------|-----------------|--------|
| Options -<br>Right to<br>Buy                      |            |   |   |   |   |   |   |        |            |                 |        |
| Employee<br>Stock<br>Options -<br>Right to<br>Buy | \$ 31.5771 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (9)  | 01/28/2014 | Common<br>Stock | 21,829 |
| Employee<br>Stock<br>Options -<br>Right to<br>Buy | \$ 31.4022 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (10) | 02/10/2015 | Common<br>Stock | 33,932 |
| Employee<br>Stock<br>Options -<br>Right to<br>Buy | \$ 34.13   | ^ | ^ | ^ | ^ | ^ | ^ | ^ (11) | 02/10/2016 | Common<br>Stock | 37,198 |
| Employee<br>Stock<br>Options -<br>Right to<br>Buy | \$ 47.88   | ^ | ^ | ^ | ^ | ^ | ^ | ^ (12) | 02/10/2017 | Common<br>Stock | 34,126 |
| Phantom<br>Stock<br>Units                         | ^          | ^ | ^ | ^ | ^ | ^ | ^ | ^ (13) | ^ (13)     | Common<br>Stock | 6,267  |
| Phantom<br>Stock<br>Units                         | ^          | ^ | ^ | ^ | ^ | ^ | ^ | ^ (14) | ^ (14)     | Common<br>Stock | 19,156 |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |          |       |
|------------------------------------------------------------------------|---------------|-----------|----------|-------|
|                                                                        | Director      | 10% Owner | Officer  | Other |
| CHAPMAN ROBERT M<br>3950 SHACKLEFORD RD, #300<br>DULUTH, GA 30096-8268 | ^             | ^         | ^<br>COO | ^     |

## Signatures

By: Tracy Swearingen for Robert M. Chapman per POA prev.  
filed

02/14/2008

\_\_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 reporting person made a gift of 1,950 shares to his children on the transaction date indicated.

(2) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/26/2004.

(3) The Stock Options vested annually at a rate of 20% per year and were fully vested on 6/18/2004.

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

(5) The Stock Options were fully vested on the grant date.

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

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

(8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/19/2008.

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

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

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

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

(13) 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.

(14) 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 Reporting Person's 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.