

DUKE REALTY CORP  
Form 4  
November 18, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FEINSAND HOWARD L**  
  
(Last) (First) (Middle)  
  
**3950 SHACKLEFORD RD, #300**  
  
(Street)  
  
**DULUTH,, GA 30096-8268**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**DUKE REALTY CORP [DRE]**  
  
3. Date of Earliest Transaction (Month/Day/Year)  
**11/15/2008**  
  
4. 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)  
**EVP, General Counsel**  
  
6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	11/15/2008		F	V Amount (A) or (D) Price \$ 9.71	328 <sup>(1)</sup> D 44,552 <sup>(2)</sup>	D	
Common Stock					7,942 <sup>(3)</sup>	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 1474 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options-Right to Buy	\$ 19.4261					<u>(4)</u>	01/25/2010	Common Stock	29,569
Employee Stock Options-Right to Buy	\$ 24.2632					<u>(5)</u>	01/31/2011	Common Stock	21,306
Employee Stock Options-Right to Buy	\$ 22.6799					<u>(6)</u>	01/30/2012	Common Stock	22,794
Employee Stock Options-Right to Buy	\$ 24.6905					<u>(7)</u>	02/19/2013	Common Stock	12,283
Employee Stock Options-Right to Buy	\$ 31.5771					<u>(8)</u>	01/28/2014	Common Stock	9,605
Employee Stock Options-Right to Buy	\$ 31.4022					<u>(9)</u>	02/10/2015	Common Stock	15,609
Employee Stock Options-Right to Buy	\$ 34.13					<u>(10)</u>	02/10/2016	Common Stock	25,109
Employee Stock Options-Right	\$ 47.88					<u>(11)</u>	02/10/2017	Common Stock	20,074

to Buy					
Employee Stock Options-Right to Buy	\$ 23.34	(12)	02/10/2018	Common Stock	59,507
Phantom Stock Units	(13)	(13)	(13)	Common Stock	15,219
Phantom Stock Units	(14)	(14)	(14)	Common Stock	1,573

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEINSAND HOWARD L 3950 SHACKLEFORD RD, #300 DULUTH,, GA 30096-8268			EVP, General Counsel	

## Signatures

Tracy D. Swearingen for Howard L. Feinsand per POA prev. filed. 11/18/2008

\_\_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) Represents shares withheld for taxes upon the vesting of restricted stock units granted pursuant to Rule 16b-3 of Section 16b of the Securities Exchange Act of 1934.
- (2) Between April 30, 2008 and November 18, 2008, the Reporting Person acquired 623 shares of DRE common stock through dividend reinvestment.
- (3) Between April 30, 2008 and November 18, 2008, the Reporting Person acquired 289 shares of DRE's common stock under the Company's 401(k) plan.
- (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 vested annually at a rate of 20% per year and were fully vested on 1/31/2006.
- (6) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/30/2007.
- (7) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/19/2008.
- (8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/2009.
- (9) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2010.
- (10) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2011.
- (11) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.
- (12) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2013.
- (13) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between April 30, 2008 and November 18, 2008, the Reporting Person acquired 579 phantom stock units through dividend reinvestment. 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.

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Represents phantom stock units acquired under the Executives' Deferred Compensation Plan of Duke Realty Services Limited  
**(14)** 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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