

DUKE REALTY CORP  
Form 8-K  
October 31, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **October 26, 2005**

**DUKE REALTY CORPORATION**

(Exact name of registrant as specified in its charter)

**Indiana**  
(State or Other Jurisdiction  
of Incorporation)

**1-9044**  
(Commission  
File Number)

**35-1740409**  
(IRS Employer  
Identification No.)

**600 East 96th Street, Suite 100, Indianapolis, Indiana**  
(Address of Principal Executive Offices)

**46240**  
(Zip Code)

Registrant's telephone number, including area code: **(317) 808-6000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01.** Entry Into a Material Definitive Agreement.

*Amendments to Duke Realty Corporation 2005 Non-Employee Directors Compensation Plan*

On October 26, 2005, the Board of Director of Duke Realty Corporation amended the Duke Realty Corporation 2005 Non-Employee Directors Compensation Plan (the Plan ) to (i) determine the number of shares of common stock granted to each non-employee director as base retainer by reference to a fixed dollar amount of \$15,000 per quarter, as opposed to a fixed number of shares, (ii) increase from \$25,000 to \$35,000 the grant date dollar value of the annual restricted stock unit awards under the Plan, (iii) increase the fees paid for attendance at certain Board committee meetings from \$500 to \$1,000, and (iv) increase the supplemental retainer paid to the chair of the audit committee from \$7,500 to \$10,000.

A copy of the amendment to the Plan is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(c) Exhibits**

99.1 Amendment One to the Duke Realty Corporation 2005 Non-Employee Directors Compensation Plan

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**DUKE REALTY CORPORATION**

By:                   /s/ Howard L. Feinsand  
Howard L. Feinsand  
Executive Vice President, General Counsel and  
Secretary

Dated: October 31, 2005