

CHAPMAN ROBERT M  
 Form 4  
 February 04, 2005

**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 \*  
 CHAPMAN ROBERT M

2. Issuer Name and Ticker or Trading Symbol  
 DUKE REALTY CORP [DRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3950 SHACKLEFORD ROAD,  
 SUITE 300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/03/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. EVP - Real Estate Oper.

DULUTH,, GA 30096-8268

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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		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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	08/23/2004		G	V	1,998	D	\$ 0	16,391 <sup>(1)</sup>	D	
Common Stock								2,672 <sup>(2)</sup>	I	By 401(k) Plan
Common Stock	08/23/2004		G	V	1,998	A	\$ 0	3,420	I	By Children
Common Stock	02/03/2005		S		666	D	\$ 31.8094	2,754	I	By Children

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options-Right to Buy	\$ 22.75					(3) 11/10/2007	Common Stock 10,000
Employee Stock Options-Right to Buy	\$ 24.25					(4) 01/28/2008	Common Stock 18,960
Employee Stock Options-Right to Buy	\$ 23.0625					(5) 01/26/2009	Common Stock 24,920
Employee Stock Options-Right to Buy	\$ 22.5625					(6) 06/18/2009	Common Stock 25,000
Employee Stock Options-Right to Buy	\$ 20					(7) 01/25/2010	Common Stock 28,730
Employee Stock Options-Right to Buy	\$ 20					(8) 01/25/2010	Common Stock 8,620
Employee Stock Options-Right to Buy	\$ 24.98					(9) 01/31/2011	Common Stock 27,600

Employee Stock Options-Right to Buy	\$ 23.35				<u>(10)</u>	01/30/2012	Common Stock	27,07
Employee Stock Options-Right to Buy	\$ 25.42				<u>(11)</u>	02/19/2013	Common Stock	23,51
Employee Stock Options-Right to Buy	\$ 32.51				<u>(12)</u>	01/28/2014	Common Stock	21,21
Phantom Stock Units	<u>(13)</u>	01/26/2005	A	3,719	<u>(13)</u>	<u>(13)</u>	Common Stock	3,719

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPMAN ROBERT M 3950 SHACKLEFORD ROAD, SUITE 300 DULUTH,, GA 30096-8268			Sr. EVP - Real Estate Oper.	

## Signatures

Valerie J. Steffen for Robert M. Chapman per POA  
attached

02/04/2005

    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) Between February 6, 2004 and February 3, 2005, the Reporting Person acquired 1,197 shares through the Company's Employee Stock Purchase Plan.
- (2) Between February 6, 2004 and February 3, 2005, the Reporting Person acquired 340 shares of DRE's common stock under the Company 401(k) plan.
- (3) The Stock Options vested at a rate of 20% per year and were fully vested on 11/10/02.
- (4) The Stock Options vested at a rate of 20% per year and were fully vested on 1/28/03.
- (5) The Stock Options vested at a rate of 20% per year and were fully vested on 1/26/04.
- (6) The Stock Options vested at a rate of 20% per year and were fully vested on 6/18/04.
- (7) The Stock Options vested at a rate of 20% per year and were fully vested on 1/25/05.
- (8) The Stock Options were fully vested at date of grant.
- (9) The Stock Options vest at a rate of 20% per year and will be fully vested on 1/31/06.
- (10) The Stock Options vest at a rate of 20% per year and will be fully vested on 1/30/07.
- (11) The Stock Options vest at a rate of 20% per year and will be fully vested on 2/19/08.

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(12) The Stock Options vest at a rate of 20% per year and will be fully vested on 1/28/09.

Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between February 6, 2004  
(13) and February 3, 2005, the Reporting Person acquired 697 phantom stock units through dividend reinvestment. The shares 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. 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.