

MCCOY WILLIAM O
Form 4
November 14, 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 *
MCCOY WILLIAM O

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)
1450 RALEIGH ROAD, SUITE 300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2005

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

CHAPEL HILL,, NC 27517

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 (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 | | | | (A) or (D) Price | 26,194 | D | |
| Common Stock | | | | (A) or (D) Price | 15,599 | I | By Spouse |

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

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SEC 1474 (9-02)

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

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| 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 Security (Instr. 3 and 4) | Amount or Number of |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Options-Right to Buy | \$ 24.0942 | 11/09/2005 | | D ⁽¹⁾ | | 4,140 | <u>(1)</u> 11/09/2005 | Common Stock | 4 |
| Employee Stock Options-Right to Buy | \$ 23.4028 | 11/09/2005 | | A ⁽¹⁾ | | 4,260 | <u>(2)</u> 12/31/2006 | Common Stock | 4 |
| Employee Stock Options-Right to Buy | \$ 23.1884 | 11/09/2005 | | D ⁽¹⁾ | | 4,140 | <u>(1)</u> 11/09/2005 | Common Stock | 4 |
| Employee Stock Options-Right to Buy | \$ 22.523 | 11/09/2005 | | A ⁽¹⁾ | | 4,260 | <u>(3)</u> 12/31/2007 | Common Stock | 4 |
| Employee Stock Options-Right to Buy | \$ 20.4257 | 11/09/2005 | | D ⁽¹⁾ | | 6,900 | <u>(1)</u> 11/09/2005 | Common Stock | 6 |
| Employee Stock Options-Right to Buy | \$ 19.8395 | 11/09/2005 | | A ⁽¹⁾ | | 7,100 | <u>(4)</u> 12/31/2008 | Common Stock | 7 |
| Employee Stock Options-Right to Buy | \$ 20 | 11/09/2005 | | D ⁽¹⁾ | | 2,500 | <u>(1)</u> 11/09/2005 | Common Stock | 2 |
| Employee Stock Options-Right to Buy | \$ 19.4261 | 11/09/2005 | | A ⁽¹⁾ | | 2,572 | <u>(5)</u> 01/25/2010 | Common Stock | 2 |
| Employee Stock Options-Right to Buy | \$ 24.98 | 11/09/2005 | | D ⁽¹⁾ | | 2,500 | <u>(1)</u> 11/09/2005 | Common Stock | 2 |

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| | | | | | | | | |
|-------------------------------------|------------|------------|------------------|-------|------|------------|--------------|----|
| Employee Stock Options-Right to Buy | \$ 24.2632 | 11/09/2005 | A ⁽¹⁾ | 2,572 | (6) | 01/31/2011 | Common Stock | 2 |
| Employee Stock Options-Right to Buy | \$ 23.35 | 11/09/2005 | D ⁽¹⁾ | 2,500 | (1) | 11/09/2005 | Common Stock | 2 |
| Employee Stock Options-Right to Buy | \$ 22.6799 | 11/09/2005 | A ⁽¹⁾ | 2,572 | (7) | 01/30/2012 | Common Stock | 2 |
| Employee Stock Options-Right to Buy | \$ 24.9 | 11/09/2005 | D ⁽¹⁾ | 2,500 | (1) | 11/09/2005 | Common Stock | 2 |
| Employee Stock Options-Right to Buy | \$ 24.1854 | 11/09/2005 | A ⁽¹⁾ | 2,572 | (8) | 01/29/2013 | Common Stock | 2 |
| Employee Stock Options-Right to Buy | \$ 32.51 | 11/09/2005 | D ⁽¹⁾ | 2,500 | (1) | 11/09/2005 | Common Stock | 2 |
| Employee Stock Options-Right to Buy | \$ 31.5771 | 11/09/2005 | A ⁽¹⁾ | 2,572 | (9) | 01/28/2014 | Common Stock | 2 |
| Phantom Stock Units | (10) | | | | (10) | (10) | Common Stock | 12 |
| Phantom Stock Units | (11) | | | | (11) | (11) | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCOY WILLIAM O 1450 RALEIGH ROAD, SUITE 300 CHAPEL HILL,, NC 27517 | | | X | |

Signatures

Valerie J. Steffen for William O. McCoy per POA previously filed

11/11/2005

__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) The reported transactions are a result of option modifications permitted as a result of the issuer's payment of an extraordinary cash dividend. This modification resulted in a deemed cancellation of the "old" option and the grant of a replacement option.
- (2) The options were originally granted on 12/31/96 and were fully vested on the grant date.
- (3) The options were originally granted on 12/31/97 and were fully vested on the grant date.
- (4) The options were originally granted on 12/31/98 and were fully vested on the grant date.
- (5) The options were originally granted on 1/25/00 and provided for vesting at 20% per year commencing on that date. The options were fully vested on 1/25/05.
- (6) The options were originally granted on 1/31/01 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/31/06.
- (7) The options were originally granted on 1/30/02 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/30/07.
- (8) The options were originally granted on 2/19/03 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 2/19/08.
- (9) The options were originally granted on 1/28/04 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/28/09.
- (10) Represents phantom stock units accrued under the Directors' Deferred Compensation 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 and stock upon the Reporting Person's termination as a director of the Issuer.
- (11) Represents phantom stock units accrued under the Weeks Corporation 1998 Deferred Compensation Plan. All amounts accrued under the plan are to be paid in cash upon the Reporting Person's termination as a director of the Issuer.

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.