

Anthony Nicholas C.
Form 4
February 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Anthony Nicholas C.

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)
600 E. 96TH ST, #100

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Investment Officer

INDIANAPOLIS, IN 46240

(City) (State) (Zip)

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

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)
				(A) or (D) Price			
Common Stock					29,724 ⁽¹⁾	D	
Common Stock					531 ⁽²⁾	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)	8. Price or Number of Shares
Phantom Stock Units	(3)					(3) (3)	Common Stock	35,720
LTIP Units (4)	(4)					(5) (5)	Common Stock	3,836
LTIP Units (4)	(4)					(6) (6)	Common Stock	11,328
LTIP Units (4)	(4)	01/31/2018		A	10,258 (7)	(7) (7)	Common Stock	10,258 \$
Units (8)	(8)	01/31/2018		A	11,510 (9)	(8) (8)	Common Stock	11,510 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anthony Nicholas C. 600 E. 96TH ST, #100 INDIANAPOLIS, IN 46240			EVP, Chief Investment Officer	

Signatures

Tracy D. Swearingen for Nicholas C. Anthony per POA prev. filed. 02/02/2018

__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 May 12, 2017 and February 2, 2018, the Reporting Person acquired 1,134 shares of DRE common stock through dividend reinvestment.
- (2) Between May 12, 2017 and February 2, 2018, the Reporting Person acquired 83 shares of DRE's common stock under the Company's 401(k) plan.

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- Represents phantom stock units acquired under the Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership. Between May 12, 2017 and February 2, 2018, the Reporting Person acquired 833 shares of common stock 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 and/or stock upon the Reporting Person's termination of employment.
- (3)

- Represents units of limited partnership interest (LTIP Unit) in Duke Realty Limited Partnership (DRLP), of which the Issuer is the general partner, issued as long term incentive compensation pursuant to the Issuer's equity based incentive programs. When earned and vested, each LTIP Unit may be converted into a Common Unit of limited partnership interest in DRLP. Each Common Unit acquired upon the conversion of an LTIP Unit is redeemable by the holder for shares of common stock of the Issuer on a one-for-one basis. LTIP units are generally not convertible until two years from the date of the grant.
- (4)

- (5) LTIP Units vest in three equal installments beginning on February 10, 2016 and have no expiration date.

- (6) LTIP Units vest in three equal installments beginning on February 10, 2017 and have no expiration date.

- (7) LTIP Units awarded in lieu of performance share plan units, upon meeting the performance-based conditions, pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934 vest in three years on January 31, 2021 and have no expiration date.

- (8) Represents Common Units of DRLP. Each Common Unit is redeemable by the holder for shares of common stock of the Issuer on a one-for-one basis. Common Units have no expiration date.

- (9) Represents Common Units of DRLP awarded in lieu of performance share plan units, upon meeting the performance-based conditions, pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934.

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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