

DUKE REALTY CORP

Form 4

April 02, 2003

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

☐ 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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response: . .0.5

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol Duke Realty Corporation (DRE)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 554 Arden Oaks Court, NW			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year 4/1/03		
(Street) Atlanta,, GA 30305									
(City) (State) (Zip)			5. If Amendment, Date of Original (Month/Day/Year)				7. 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 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
Common Stock					51,169	D			
Common Stock					1,846	D	By IRA Rollover		

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivatives	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Deriv-	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Security	(Month/ Day/ Year)	(Month/ Day/ Year)	(Instr. 8)	Acquired (A) or Disposed of (D)			Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares	Following Reported Transaction(s) (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)	
					Code	V	(A) (D)							
Employee Stock Options-Right to Buy ⁽¹⁾	\$24.0942							12/31/96	12/31/06	Common Stock	4,140	4,140	D	
Employee Stock Options-Right to Buy ⁽¹⁾	\$23.1884							12/31/97	12/31/07	Common Stock	4,140	4,140	D	
Employee Stock Options-Right to Buy ⁽²⁾	\$20.0000							1/25/01	1/25/10	Common Stock	2,500	2,500	D	
Employee Stock Options-Right to Buy ⁽³⁾	\$24.9800							1/31/02	1/31/11	Common Stock	2,500	2,500	D	
Employee Stock Options-Right to Buy ⁽⁴⁾	\$23.3500							1/30/03	1/30/12	Common Stock	2,500	2,500	D	
Employee Stock Options-Right to Buy ⁽⁵⁾	\$24.9000							1/29/04	1/29/13	Common Stock	2,500	2,500	D	
Phantom Stock Units ⁽⁶⁾	1 for 1	⁽⁶⁾		A		78	⁽⁶⁾	None		Common Stock	78		D	
Phantom Stock Units ⁽⁷⁾	1 for 1	4/1/03		A		400	⁽⁷⁾	None		Common Stock	400	\$27.80	4,930	D

Explanation of Responses:

(1) The Stock Options are fully vested at grant date.

(2) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/25/05.

(3) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/31/06.

(4) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/30/07.

(5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/29/08.

(6) Represents phantom stock units from dividend reinvestment equivalents accrued under the Directors' Deferred Compensation Plan of Duke Realty Corporation. The units are to be settled in cash upon the Reporting Person's termination as a director of the Issuer.

(7) The phantom stock units are accrued under the Directors' Deferred Compensation Plan of Duke Realty Corporation. The units are to be settled in cash and stock upon the Reporting Person's termination as a director of the Issuer.

By: /s/ **James R. Windmiller**

Barrington H. Branch by J. R. Windmiller per POA

prev. filed

****Signature of Reporting Person**

April 2, 2003

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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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