

Anthony Nicholas C.  
Form 4  
February 02, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Anthony Nicholas C.

(Last) (First) (Middle)

600 E. 96TH ST, #100

(Street)

INDIANAPOLIS, IN 46240

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP, Chief Investment Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 29,724 <sup>(1)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 531 <sup>(2)</sup>                                                                                                 | I                                                                    | By 401(k)<br>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 Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           | Amount 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)                                                           | Common Stock 10,258 \$                                      |
| Units (8)                                  | (8)                                                    | 01/31/2018                           |                                                    | A                              |                                                                                         | 11,510 (9)                                               | (8)                                                           | Common Stock 11,510 \$                                      |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships                    |
|-----------------------------------------------------------------------|----------------------------------|
|                                                                       | Director 10% Owner Officer Other |
| Anthony Nicholas C.<br>600 E. 96TH ST, #100<br>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).

- Between May 12, 2017 and February 2, 2018, the Reporting Person acquired 1,134 shares of DRE common stock through dividend reinvestment.
- 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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