

DUKE REALTY CORP
Form 8-K
July 22, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 20, 2011

DUKE REALTY CORPORATION

(Exact name of registrant as specified in its charter)

Indiana

(State of

Incorporation)

1-9044

(Commission

File Number)

600 East 96th Street

Suite 100

Indianapolis, IN 46240

(Address of principal executive offices, zip code)

35-1740409

(IRS Employer

Identification No.)

Registrant's telephone number, including area code: **(317) 808-6000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 20, 2011, Duke Realty Corporation (the Company) filed with the Secretary of State of the State of Indiana Articles of Amendment (the Amendment) to the Company's Fourth Amended and Restated Articles of Incorporation (the Articles). The effective date of the Amendment was July 20, 2011, and the purpose of the Amendment was to remove from the Articles that exhibit designating and setting forth the rights of the Company's previously issued Series N Preferred Stock, which has since been redeemed in full and no shares of which series are any longer outstanding. In accordance with Indiana law and the Company's organizational documents, the shares of each such redeemed series of preferred shares shall again become authorized but unissued preferred shares, available for issuance by the Company.

Pursuant to General Instruction F to the Securities and Exchange Commission's Current Report on Form 8-K, the Amendment is attached hereto as Exhibit 3.1, and is incorporated into this Item 5.03 by this reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 3.1 Amendment to the Fourth Amended and Restated Articles of Incorporation of Duke Realty Corporation, deleting Exhibit E and de-designating the related Series N Preferred Shares, effective July 20, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

DUKE REALTY CORPORATION

By: /s/ HOWARD L. FEINSAND
Howard L. Feinsand
Executive Vice President, General Counsel and
Corporate Secretary

Date: July 22, 2011