

CHAPMAN ROBERT M  
Form 4  
May 22, 2007

**FORM 4**

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

OMB APPROVAL

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

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 \*  
CHAPMAN ROBERT M

(Last) (First) (Middle)  
3950 SHACKLEFORD RD, #300  
(Street)

DULUTH,, GA 30096-8268

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/21/2007

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)  
Sr. EVP - Real Estate Oper.

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) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    | 02/10/2007                           |  | F                              | 16 <sup>(1)</sup> D \$ 47.88                                      | 38,846  | D  |                                   |
| Common Stock                    | 02/10/2007                           |  | M                              | 806 D \$ 47.88  | 38,040  | D  |                                   |
| Common Stock                    | 04/27/2007                           |  | F                              | 236 <sup>(1)</sup> D \$ 43.92                                     | 38,363 <sup>(2)</sup>   | D  |                                   |
| Common Stock                    | 05/21/2007                           |  | P                              | 5,000 A \$ 38.5   | 43,363  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 3,508   | I  | By 401(k) Plan                    |

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Common Stock 2,190 I By Children

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Options-Right to Buy        | \$ 23.5541   |                                      |  |                                |   | (3) 12/08/2008   | Common Stock 19,510   |
| Employee Stock Options-Right to Buy        | \$ 22.4007   |                                      |  |                                |   | (4) 01/26/2009   | Common Stock 25,643   |
| Employee Stock Options-Right to Buy        | \$ 21.915  |                                      |  |                                |   | (5) 06/18/2009   | Common Stock 25,725   |
| Employee Stock Options-Right to Buy        | \$ 19.4261   |                                      |  |                                |   | (6) 01/25/2010   | Common Stock 29,569   |
| Employee Stock Options-Right to Buy        | \$ 19.4261   |                                      |  |                                |   | (7) 01/25/2010   | Common Stock 8,871  |
| Employee Stock Options-Right               | \$ 24.2632   |                                      |  |                                |   | (8) 01/31/2011   | Common Stock 28,409   |

to Buy

Employee

Stock  
Options-Right  
to Buy

\$ 22.6799

(9)

01/30/2012

Common  
Stock

27,859

Employee

Stock  
Options-Right  
to Buy

\$ 24.6905

(10)

02/19/2013

Common  
Stock

24,195

Employee

Stock  
Options-Right  
to Buy

\$ 31.5771

(11)

01/28/2014

Common  
Stock

21,829

Employee

Stock  
Options-Right  
to Buy

\$ 31.4022

(12)

02/10/2015

Common  
Stock

33,932

Employee

Stock  
Options-Right  
to Buy

\$ 34.13

(13)

02/10/2016

Common  
Stock

37,198

Employee

Stock  
Options-Right  
to Buy

\$ 47.88

(14)

02/10/2017

Common  
Stock

34,126

Phantom  
Stock Units

(15)

02/10/2007

M

806

(15)

(15)

Common  
Stock

806

Phantom  
Stock Units

(16)

(16)

(16)

Common  
Stock

18,148

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| CHAPMAN ROBERT M<br>3950 SHACKLEFORD RD, #300<br>DULUTH,, GA 30096-8268 | X             |           | Sr. EVP -<br>Real Estate<br>Oper. |       |

## Signatures

Tracy D. Swearingen for Robert M. Chapman per POA prev.  
filed.

05/22/2007

\*\*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) Represents shares withheld for taxes upon the vesting of restricted stock units granted pursuant to Rule 16b-3 of Section 16b of the Securities Exchange Act of 1934.
- (2) Between December 7, 2006 and May 22, 2007, the Reporting Person acquired 166 shares of the Company's common stock through dividend reinvestment and 393 shares through the Company's Employee Stock Purchase Plan.
- (3) The Stock Options vested at a rate of 20% per year and were fully vested on 1/28/03.
- (4) The Stock Options vested at a rate of 20% per year and were fully vested on 1/26/04.
- (5) The Stock Options vested at a rate of 20% per year and were fully vested on 6/18/04.
- (6) The Stock Options vested at a rate of 20% per year and were fully vested on 1/25/05.
- (7) The Stock Options were fully vested at date of grant.
- (8) The Stock Options vested at a rate of 20% per year and were fully vested on 1/31/06.
- (9) The Stock Options vested at a rate of 20% per year and were fully vested on 1/30/07.
- (10) The Stock Options vest at a rate of 20% per year and will be fully vested on 2/19/08.
- (11) The Stock Options vest at a rate of 20% per year and will be fully vested on 1/28/09.
- (12) The Stock Options vest at a rate of 20% per year and will be fully vested on 2/10/10.
- (13) The Stock Options vest at a rate of 20% per year and will be fully vested on 2/10/11.
- (14) The Stock Options vest at a rate of 20% per year and will be fully vested on 2/10/12.
- (15) Represents phantom stock units accrued under the Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership. The units are valued on a one to one basis to the Company's common stock and are to be settled in cash upon the Reporting Person termination of employment.
- (16) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between December 7, 2006 and May 22, 2007, the Reporting Person acquired 239 phantom stock units 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 upon the termination of employment.

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.