

CHAPMAN ROBERT M
Form 4
February 14, 2006

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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2005
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAPMAN ROBERT M

(Last) (First) (Middle)

3950 SHACKLEFORD ROAD,
SUITE 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)
02/10/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. EVP - Real Estate Oper.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	02/10/2006		A		3,907	A	31,902	D
Common Stock							3,139	I
Common Stock							3,583	I
								By 401(k) Plan
								By Children

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options-Right to Buy	\$ 22.0971							<u>(2)</u>	11/10/2007	Common Stock	4,7
Employee Stock Options-Right to Buy	\$ 23.5541							<u>(3)</u>	12/08/2008	Common Stock	19,5
Employee Stock Options-Right to Buy	\$ 22.4007							<u>(4)</u>	01/26/2009	Common Stock	25,6
Employee Stock Options-Right to Buy	\$ 21.915							<u>(5)</u>	06/18/2009	Common Stock	25,7
Employee Stock Options-Right to Buy	\$ 19.4261							<u>(6)</u>	01/25/2010	Common Stock	29,5
Employee Stock Options-Right to Buy	\$ 19.4261							<u>(7)</u>	01/25/2010	Common Stock	8,8
Employee Stock Options-Right to Buy	\$ 24.2632							<u>(8)</u>	01/31/2011	Common Stock	28,4
Employee Stock Options-Right to Buy	\$ 22.6799							<u>(9)</u>	01/30/2012	Common Stock	27,8

Employee Stock Options-Right to Buy	\$ 24.6905				<u>(10)</u>	02/19/2013	Common Stock	24,100
Employee Stock Options-Right to Buy	\$ 31.5771				<u>(11)</u>	01/28/2014	Common Stock	21,800
Employee Stock Options-Right to Buy	\$ 31.4022				<u>(12)</u>	02/10/2015	Common Stock	33,900
Employee Stock Options-Right to Buy	\$ 34.13	02/10/2006	A	37,198	<u>(13)</u>	02/10/2016	Common Stock	37,198
Phantom Stock Units	<u>(14)</u>				<u>(14)</u>	<u>(14)</u>	Common Stock	5,300
Phantom Stock Units	<u>(15)</u>				<u>(15)</u>	<u>(15)</u>	Common Stock	13,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPMAN ROBERT M 3950 SHACKLEFORD ROAD, SUITE 300 DULUTH,, GA 30096-8268			Sr. EVP - Real Estate Oper.	

Signatures

Valerie J. Steffen for Robert M. Chapman per POA previously
filed

02/14/2006

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 an award of restricted stock units pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934.
- (2) The Stock Options vested at a rate of 20% per year and were fully vested on 11/10/02.
- (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.

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

- Represents phantom stock units accrued under the Executives' Deferred Compensation Plan of Duke Realty Services Limited
- (14) 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's termination of employment.
 - (15) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. 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's 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.

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