

SHAW JACK R  
Form 4  
January 02, 2009

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SHAW JACK R**

(Last) (First) (Middle)

9292 N MERIDIAN ST, #202

(Street)

INDIANAPOLIS, IN 46260

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2009

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)

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.<br>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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           | 4,429 <sup>(1)</sup>                                                                                               | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         | Code V Amount (D) Price                                                    | 1,095                                                                                                              | I                                                                    | By Spouse                                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code | 5. Number<br>of Derivative<br>Securities<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|---------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V (A) (D)            |                                                                                                     | Date<br>Exercisable Expiration<br>Date                         | Title                                                            |                                        |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 26.6137                                                            |                                         |                                                             |                           |                                                                                                     | (2) 04/30/2013                                                 | Common<br>Stock                                                  | 5,143                                  |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 31.5771                                                            |                                         |                                                             |                           |                                                                                                     | (3) 01/28/2014                                                 | Common<br>Stock                                                  | 2,573                                  |
| Phantom<br>Stock Units                              | (4)                                                                   | 01/01/2009                              |                                                             | A                         | 1,369                                                                                               | (4) (4)                                                        | Common<br>Stock                                                  | 1,369                                  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                    |
|-------------------------------------------------------------------|----------------------------------|
|                                                                   | Director 10% Owner Officer Other |
| SHAW JACK R<br>9292 N MERIDIAN ST, #202<br>INDIANAPOLIS, IN 46260 | X                                |

## Signatures

Tracy D. Swearingen for Jack R. Shaw per POA prev.  
filed. 01/02/2009

\_\_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) Between November 18, 2008 and January 2, 2009, the Reporting Person acquired 166 shares of DRE common stock through dividend reinvestment.
- (2) The Stock Options vested annually at a rate of 20% per year and were fully vested on 4/30/2008.
- (3) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/2009.
- (4) Represents phantom stock units accrued under the Directors' Deferred Compensation Plan of Duke Realty Corporation. Between November 18, 2008 and January 2, 2009, the Reporting Person acquired 810 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 and stock upon the Reporting Person's

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termination as a director of the Issuer.

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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