

Denien Mark A  
Form 4  
February 12, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
Denien Mark A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
600 E 96TH ST, #100  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/10/2009

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

INDIANAPOLIS, IN 46240

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	02/10/2009		A		5,000	A	\$ 0 (1)
Common Stock	02/10/2009		F		101 (3)	D	\$ 9.3
Series M Nonconvertible Preferred Stock							885
Common Stock							4,612 (4)

By  
401(k)  
Plan

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

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(9-02)

**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)	Amount or Number of Shares
Employee Stock Options-Right to Buy	\$ 32.7426				(5)	07/27/2015	Common Stock	5,116
Employee Stock Options-Right to Buy	\$ 34.13				(6)	02/10/2016	Common Stock	2,241
Employee Stock Options-Right to Buy	\$ 47.88				(7)	02/10/2017	Common Stock	2,827
Employee Stock Options-Right to Buy	\$ 25.01				(8)	12/14/2017	Common Stock	7,791
Employee Stock Options-Right to Buy	\$ 23.34				(9)	02/10/2018	Common Stock	8,407

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director   10% Owner   Officer   Other

Denien Mark A  
600 E 96TH ST, #100  
INDIANAPOLIS, IN 46240

Chief Accounting Officer

## Signatures

Tracy Swearingen for Mark A. Denien per POA prev.  
filed.

02/12/2009

\_\_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) Represents an award of restricted stock units pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934.
- (2) Between November 21, 2008 and February 12, 2009, the Reporting Person acquired 207 shares of the Company's common stock through dividend reinvestment and 400 shares through the Company's Employee Stock Purchase Plan.
- (3) 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.
- (4) Between November 21, 2008 and February 12, 2009, the Reporting Person acquired 177 shares of DRE's common stock under the Company's 401(k) plan, through non-discretionary salary transactions.
- (5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 7/27/2010.
- (6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2011.
- (7) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.
- (8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 12/14/2012
- (9) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2013.

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.