

DUKE REALTY CORP

Form 4

February 20, 2003

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

☐ 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**

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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

Filed By  
Romeo and Dye's  
Section 16 Filer  
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Oklak, Dennis D.			Duke Realty Corporation (DRE)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 2/19/03		
600 E. 96th Street, Suite 100								
(Street)			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
Indianapolis,, IN 46240								
(City) (State) (Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					
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 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock					80,853	D		
Common Stock					3,990	I	By 401(K) Plan	

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			Year		(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
					Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares		
Employee Stock Options-Right to Buy <sup>(1)</sup>	\$11.8750								10/4/94	10/4/03	Common Stock	17,000		17,000 D
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$12.9375								1/25/96	1/25/05	Common Stock	15,000		15,000 D
Employee Stock Options-Right to Buy <sup>(3)</sup>	\$19.4375								1/29/98	1/29/07	Common Stock	7,096		7,096 D
Employee Stock Options-Right to Buy <sup>(4)</sup>	\$24.2500								1/28/99	1/28/08	Common Stock	14,220		14,220 D
Employee Stock Options-Right to Buy <sup>(5)</sup>	\$23.0625								1/26/00	1/26/09	Common Stock	19,936		19,936 D
Employee Stock Options-Right to Buy <sup>(6)</sup>	\$20.0000								1/25/01	1/25/10	Common Stock	28,736		28,736 D
Employee Stock Options-Right to Buy <sup>(7)</sup>	\$24.9800								1/31/02	1/31/11	Common Stock	25,308		25,308 D
Employee Stock Options-Right to Buy <sup>(8)</sup>	\$23.3500								1/30/03	1/30/12	Common Stock	27,074		27,074 D
Employee Stock Options-Right to Buy <sup>(9)</sup>	\$25.4200	2/19/03		A			34,184		2/19/04	2/19/13	Common Stock	34,184		34,184 D
Phantom Stock Units <sup>(10)</sup>	1 for 1								<sup>(10)</sup>	None	Common Stock	5,389		5,389 D
Phantom Stock Units <sup>(11)</sup>	1 for 1								<sup>(11)</sup>	None	Common Stock	4,511		4,511 D

Explanation of Responses:

(1) The Stock Options vested at 20% per year and were fully vested on 10/4/98.

(2) The Stock Options vested at 20% per year and were fully vested on 1/25/00.

(3) The Stock Options vested at 20% per year and were fully vested on 1/29/02.

(4) The Stock Options vested at 20% per year and were fully vested on 1/28/03.

(5) The Stock Options vest at 20% per year and will be fully vested on 1/26/04.

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(6) The Stock Options vest at 20% per year and will be fully vested on 1/25/05.

(7) The Stock Options vest at 20% per year and will be fully vested on 1/31/06.

(8) The Stock Options vest at 20% per year and will be fully vested on 1/30/07.

(9) The Stock Options vest at 20% per year and will be fully vested on 2/19/08.

(10) Represents phantom stock units accrued under the Executive Deferred Compensation Plan of Duke Realty Services Limited Partnership. The units are to be settled in cash upon the Reporting Person's termination of employment.

(11) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. The units are to be settled in cash upon the Reporting Person's termination of employment.

By: /s/ **James R. Windmiller**

**February 20, 2003**

**Dennis D. Oklak by James R. Windmiller per POA** Date

**prev. filed**

**\*\*Signature of Reporting Person**

**\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**

**See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**

**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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