

DUKE REALTY CORP

Form 4

April 02, 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  
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <b>Duke Realty Corporation (DRE)</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) <b>860 N. Island Drive, NW</b>			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <b>4/1/03</b>		<input checked="" type="checkbox"/> Director — 10% Owner — <input type="checkbox"/> Officer (give title below) — Other (specify below) —		
(Street) <b>Atlanta,, GA 30327</b>									
(City) (State) (Zip)			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		
<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					2,760	I	By Trust <sup>(1)</sup>		

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 (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	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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						of (D) (Instr. 3, 4 & 5)		Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares		(Instr. 4)	(D) or Indirect (I) (Instr. 4)	
						Code	V								
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$14.4928							8/23/94	8/23/04	Common Stock	4,968		4,968	D	
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$18.2065							12/31/95	12/31/05	Common Stock	4,140		4,140	D	
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$24.0942							12/31/96	12/31/06	Common Stock	4,140		4,140	D	
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$23.1884							12/31/97	12/31/07	Common Stock	4,140		4,140	D	
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$20.4257							12/31/98	12/31/08	Common Stock	6,900		6,900	D	
Employee Stock Options-Right to Buy <sup>(3)</sup>	\$20.0000							1/25/01	1/25/10	Common Stock	2,500		2,500	I	By Tru
Employee Stock Options-Right to Buy <sup>(4)</sup>	\$24.9800							1/31/02	1/31/11	Common Stock	2,500		2,500	I	By Tru
Employee Stock Options-Right to Buy <sup>(5)</sup>	\$23.3500							1/30/03	1/30/12	Common Stock	2,500		2,500	I	By Tru
Employee Stock Options-Right to Buy <sup>(6)</sup>	\$24.9000							1/29/04	1/29/13	Common Stock	2,500		2,500	I	By Tru
Phantom Stock Units <sup>(7)</sup>	1 for 1	<sup>(7)</sup>			A		85	<sup>(7)</sup>	None	Common Stock	85			D	
Phantom Stock Units <sup>(8)</sup>	1 for 1	4/1/03			A		400	<sup>(8)</sup>	None	Common Stock	400	\$27.80	5,318	D	

Explanation of Responses:

(1) Securities and Options held by the Charles Roy Eitel Revocable Trust in which the reporting person is the grantor.

(2) The Stock Options were fully vested on the grant date.

(3) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/25/05.

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

(5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/30/07.

(6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/29/08.

(7) Represents phantom stock units from dividend reinvestment equivalents accrued under the Directors' Deferred Compensation Plan of Duke

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Realty Corporation. The units are to be settled in cash upon the Reporting Person's termination as a director of the Issuer.

(8) The phantom stock units are accrued under the Directors' Deferred Compensation Plan of Duke Realty Corporation. The units are to be settled in cash and stock upon the Reporting Person's termination as a director of the Issuer.

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

**April 2, 2003**

**Charles R. Eitel 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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