DUKE REALTY CORP Form 4 April 02, 2003

# FORM 4

\_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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Filed By

Romeo and Dye's

Section 16 Filer www.section16.net

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address o Eitel, Charles R.			me and Tic y Corpora		Pe to	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (Firs 860 N. Island Drive, N	of Repo	orting	ntification I g Person, voluntary)	Number	Mo	Statement for onth/Day/Year / <b>03</b>	10	<u>X</u> Director 10% Owner Officer (give title below) Other (specify below)		
(Stro Atlanta,, GA 30327					Da	5. If Amendment, Date of Original (Month/Day/Year)		<ul> <li>7. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>		
(City) (Sta	ate) (Zip)	1	fable	I Non-I	Derivati	Dispose	posed of, or Beneficially Owned			
1. Title of 2. Tra Security action (Instr. 3) Date (Monti Year)	ns- 2A. Deemed	3. Trans action ( <u>(Instr. 8</u> Code	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	posed o		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		r	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock								2,760	I	By Trust <u>(1)</u>

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)

(c.g.) puis, cuis, warrants, options, convertible securities)												
e of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Natı	
ative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indire	
ity	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Benefic	
J	Price of	Date	Date,	Code	Derivati	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Owners	
3)	Derivative		if any		Securitie	(Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4	
	Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative		
		Day/	Day/	8)	(A) or				Reported	Security:		
		Year)	Year)		Dispose	d			Transaction(s)	Direct		
1	ative ty 3)	ative sion or ty Exercise Price of	e of 2. Conver- 3. ative sion or Trans- ty Exercise action Price of Date 3) Derivative Security (Month/ Day/	e of 2. Conver- 3. 3A. ative sion or Trans- Deemed ty Exercise action Execution Price of Date Date, 3) Derivative if any Security (Month/ Month/ Day/ Day/	e of 2. Conver- 3. 3A. 4. ative sion or Trans- Deemed Trans- ty Exercise action Execution action Price of Date Date, Code 3) Derivative if any Security (Month/ (Month/ (Instr. Day/ Day/ 8)	e of 2. Conver- 3. 3A. 4. 5. ative sion or Trans- Deemed Trans- Number ty Exercise action Execution action of Price of Date Date, Code Derivati 3) Derivative if any Security Security (Month/ (Month/ (Instr. Acquired Day/ Day/ 8) (A) or	e of ative       2. Conver-       3.       3A.       4.       5.       6. Date Exercisable         sion or ty       Trans-       Deemed       Trans-       Number and Expiration         ty       Exercise       action       Execution action       of       Date         Price of       Date       Date,       Code       Derivati(Month/Day/ Security         3)       Derivative       if any       Securitie¥ear)         Security       (Month/       (Month/       (Instr.         Day/       Day/       8)       (A) or	ative tysion or ExerciseTrans- actionDeemed ExecutionTrans- actionNumber and Expiration of DateAmount of Underlying3)Price of Derivative SecurityDateDate, if any (Month/ (Month/ (Instr. Acquired Day/ Bay/ 8))CodeDerivative Securite (A) orAmount of Underlying	e of ative2. Conver- Sion or3.3A.4.5.6. Date Exercisable7. Title and Amount of8. Price of DerivativetyExercise actionDeemed ExecutionTrans- actionNumber and Expiration DateAmount of UnderlyingDerivative Security3)Derivative SecurityIf any Day/ Day/ Day/Code If any SecuriteDerivative SecuriteInstr. 3 & 4)	e of ative sion or Trans- Deemed Trans- Number and Expiration Date Derivative Derivative Derivative Derivative Security Securities action Date Date, Code Derivati (Month/Day/ Securities Security Securities I any Security (Month/ (Month/ (Instr. Acquired Day) 8)) (A) or (A) o	e of ative2. Conver- sion or3.3A.4.5.6. Date Exercisable And Expiration7. Title and Amount of8. Price of Derivative9. Number of Derivative10.tyExercise actionExecution actionTrans- actionNumber and Expiration of Derivative7. Title and Amount of8. Price of Derivative9. Number of Derivative10.3)Derivative SecurityDate if any SecurityCode if any DerivativeDerivative Securite7. Title and Amount of Underlying Securities8. Price of Derivative9. Number of Derivative10.3)Derivative SecurityDate if any Day/ Day/Code SecuritedDerivative Securited8. Price of Date Securities9. Number of Derivative Securities10.3)Derivative SecurityDate if any Day/Derivative SecuritedCode SecuritiesCode Securities10.4.Derivative SecuritiesDerivative SecuritiesDerivative SecuritiesSecurities Securities10.3)Derivative SecurityDerivative SecuritiesDerivative SecuritiesSecurities Securities10.4.Derivative SecuritiesDerivative SecuritiesDerivative SecuritiesSecurities SecuritiesSecurities SecuritiesSecurities Securities5.Date SecuritiesDate SecuritiesDerivative SecuritiesSecurities SecuritiesSecurities SecuritiesSe	

#### OMB APPROVAL

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				(	of (E (Inst 3, 4 5)	str. &							(D) or Indirect (I) (Instr. 4)	
			Code	V	(A)		Exer-cisable	Date		Amount or Number of Shares				
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$14.4928						8/23/94		Common Stock	n 4,968		4,968	3 D	
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$18.2065						12/31/95		5 Common Stock	n 4,140		4,140	) D	
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$24.0942						12/31/96		5 Common Stock	n 4,140		4,140	) D	
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$23.1884						12/31/97		7 Common Stock	n 4,140		4,140	) D	
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$20.4257						12/31/98		8 Common Stock	n 6,900		6,900	) D	
Employee Stock Options-Right to Buy <sup>(3)</sup>	\$20.0000						1/25/01		Common Stock	n 2,500		2,500	) I	By Tru
Employee Stock Options-Right to Buy <sup>(4)</sup>	\$24.9800						1/31/02		Common Stock	n 2,500		2,500	) I	By Tru
Employee Stock Options-Right to Buy <sup>(5)</sup>	\$23.3500						1/30/03		Common Stock	n 2,500		2,500	) I	By Tru
Employee Stock Options-Right to Buy <sup>(6)</sup>	\$24.9000						1/29/04		Common Stock	n 2,500		2,500	) I	By Tru
Phantom Stock Units <sup>(7)</sup>	1 for 1	(7)	Α	$\prod_{i=1}^{n}$	85		(7)		Common Stock	n 85			D	
Phantom Stock Units <u><sup>(8)</sup></u>	1 for 1	4/1/03	Α		400		(8)		Common Stock	n 400	\$27.80	5,318	8 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 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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