

DUKE REALTY CORP  
Form DEFA14A  
March 18, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**Duke Realty Corporation**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

**DUKE REALTY CORPORATION**

**Annual Meeting of Shareholders to be held on 04/29/09**

**Proxy Materials Available**

**\*\* IMPORTANT NOTICE \*\***

2009 Proxy Statement

Proxy Card

2008 Annual Report

**\_\_\_ Regarding the Availability of Proxy Materials**

You are receiving this communication because you hold shares in Duke Realty Corporation, and the materials you should review before you cast your vote are now available.

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**PROXY MATERIALS - VIEW OR RECEIVE**

You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 04/15/09.

*DUKE REALTY CORPORATION*

*ATTN: SHONA BEDWELL*

*600 EAST 96TH STREET, SUITE 100*

*INDIANAPOLIS, INDIANA 46240*

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12-digit Control Number available and visit:  
[www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the 12-digit Control Number (located on the following page) in the

subject line

R1DKR1

*See the Reverse Side for Annual Meeting Information and Instructions on How to Vote*

**Meeting Information**

Meeting Type: Annual  
Meeting Date: 04/29/09

Meeting Time: 3:00 P.M., EDT

For holders as of: 03/02/09

**How To Vote**

**Vote In Person**

To reserve your seat at the annual meeting, please call 800-875-3366 or send an email to [ir@dukerealty.com](mailto:ir@dukerealty.com). You can obtain directions to the annual meeting by calling 800-875-3366. At the meeting, you will need to request a ballot to vote these shares.

**Meeting Location:**

Conrad Indianapolis

50 West Washington Street

Indianapolis, Indiana 46204

**Vote By Internet**

To vote *now* by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on April 28, 2009. Have your notice in hand when you access the website and follow the instructions.

R1DKR2

**Voting items**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES.**

1. Proposal to elect twelve directors to serve for a term of one year.

**NOMINEES:**

- |                              |                              |
|------------------------------|------------------------------|
| 01) Thomas J. Baltimore, Jr. | 07) Martin C. Jischke, Ph.D. |
| 02) Barrington H. Branch     | 08) L. Ben Lytle             |
| 03) Geoffrey Button          | 09) Dennis D. Oklak          |
| 04) William Cavanaugh III    | 10) Jack R. Shaw             |
| 05) Ngaire E. Cuneo          | 11) Lynn C. Thurber          |
| 06) Charles R. Eitel         | 12) Robert J. Woodward, Jr.  |

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THIS PROPOSAL.**

2. Proposal to ratify the reappointment of KPMG LLP as the Company's independent registered public accounting firm.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THIS PROPOSAL.**

3. Proposal to approve the Company's Amended and Restated 2005 Long-Term Incentive Plan to increase the shares of common stock that may be issued thereunder by 3,900,000 shares and re-approve a list of qualified business criteria for performance based awards in order to preserve Federal income tax deductions.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.  
R1DKR3