

MCCOY WILLIAM O
Form 4
December 22, 2005

FORM 4

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

OMB APPROVAL

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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 *
MCCOY WILLIAM O

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)
1450 RALEIGH ROAD, SUITE 300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

CHAPEL HILL,, NC 27517

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 12/22/2005 | | A | 134 A (1) | 26,755 (2) | D | |
| Common Stock | | | | | 15,599 | I | By Spouse |

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

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

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| 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options-Right to Buy | \$ 23.4028 | | | | | <u>(3)</u> | 12/31/2006 | Common Stock | 4,260 |
| Employee Stock Options-Right to Buy | \$ 22.523 | | | | | <u>(3)</u> | 12/31/2007 | Common Stock | 4,260 |
| Employee Stock Options-Right to Buy | \$ 19.8395 | | | | | <u>(3)</u> | 12/31/2008 | Common Stock | 7,100 |
| Employee Stock Options-Right to Buy | \$ 19.4261 | | | | | <u>(4)</u> | 01/25/2010 | Common Stock | 2,573 |
| Employee Stock Options-Right to Buy | \$ 24.2632 | | | | | <u>(5)</u> | 01/31/2011 | Common Stock | 2,573 |
| Employee Stock Options-Right to Buy | \$ 22.6799 | | | | | <u>(6)</u> | 01/30/2012 | Common Stock | 2,573 |
| Employee Stock Options-Right to Buy | \$ 24.1854 | | | | | <u>(7)</u> | 01/29/2013 | Common Stock | 2,573 |
| Employee Stock Options-Right to Buy | \$ 31.5771 | | | | | <u>(8)</u> | 01/28/2014 | Common Stock | 2,573 |
| | <u>(9)</u> | 12/21/2005 | | A | 102 | <u>(9)</u> | <u>(9)</u> | | 102 |

| | | | | | |
|------------------------|------|------|------|-----------------|-------|
| Phantom Stock Units | | | | Common Stock | |
| Phantom Stock Units | (10) | (10) | (10) | Common Stock | 1,903 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCOY WILLIAM O 1450 RALEIGH ROAD, SUITE 300 CHAPEL HILL,, NC 27517 | | | X | |

Signatures

Valerie J. Steffen for William O. McCoy per POA previously
filed

12/22/2005

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 shares awarded under the Company's 2005 DIU Replacement Plan pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934.
- (2) Between November 15, 2005 and December 22, 2005, the Reporting Person acquired 37 shares of the Company's common stock through dividend reinvestment.
- (3) The Stock Options were fully vested on the grant date.
- (4) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/05.
- (5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/31/06.
- (6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/30/07.
- (7) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/29/08.
- (8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/09.
- (9) Represents phantom stock units accrued under the Directors' Deferred Compensation Plan of Duke Realty Corporation. Between November 15, 2005 and December 22, 2005, the Reporting Person acquired 570 shares of the Company's common stock through dividend reinvestment. The units are valued on a one to one basis to the Company's common stock and are to be settled in cash and stock upon the Reporting Person's termination as a director of the Issuer.
- (10) Represents phantom stock units accrued under the Weeks Corporation 1998 Deferred Compensation Plan. Between November 15, 2005 and December 22, 2005, the Reporting Person acquired 81 shares of the Company's common stock through dividend reinvestment. All amounts accrued under the plan are to be paid in cash upon the Reporting Person's termination as a director of the Issuer.

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.