

CONNOR JAMES B  
Form 4  
November 29, 2006

**FORM 4**

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

OMB APPROVAL

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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 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 \*  
CONNOR JAMES B

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)  
4225 NAPERVILLE ROAD, SUITE 150  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/27/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Regional EVP, Chicago

LISLE, IL 60532  
  
(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    | 11/27/2006                           |  | M                              | 1,895 A \$ 0  | 17,104  | D  |                                   |
| Common Stock                    | 11/27/2006                           |  | S                              | 1,023 D \$ 43.95  | 16,081  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,500   | I  | By 401(k) Plan                    |

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

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SEC 1474 (9-02)

number.

**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 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        | \$ 23.7362   | 11/27/2006                           |  | M                              | 1,895   | <u>(1)</u> 04/20/2008                                    | Common Stock  | 1,895                      |                            |
| Employee Stock Options-Right to Buy        | \$ 22.4007   |                                      |  |                                |   | <u>(2)</u> 01/26/2009                                    | Common Stock  | 12,300                     |                            |
| Employee Stock Options-Right to Buy        | \$ 19.4261   |                                      |  |                                |   | <u>(3)</u> 01/25/2010                                    | Common Stock  | 14,780                     |                            |
| Employee Stock Options-Right to Buy        | \$ 24.2632   |                                      |  |                                |   | <u>(4)</u> 01/31/2011                                    | Common Stock  | 11,830                     |                            |
| Employee Stock Options-Right to Buy        | \$ 22.6799   |                                      |  |                                |   | <u>(5)</u> 01/30/2012                                    | Common Stock  | 14,180                     |                            |
| Employee Stock Options-Right to Buy        | \$ 24.6905   |                                      |  |                                |   | <u>(6)</u> 02/19/2013                                    | Common Stock  | 12,090                     |                            |
| Employee Stock Options-Right to Buy        | \$ 31.5771   |                                      |  |                                |   | <u>(7)</u> 01/28/2014                                    | Common Stock  | 17,460                     |                            |
| Employee Stock Options-Right to Buy        | \$ 31.4022   |                                      |  |                                |   | <u>(8)</u> 02/10/2015                                    | Common Stock  | 27,140                     |                            |

to Buy

Employee

Stock

Options-Right

to Buy

\$ 34.13

(9)

02/10/2016

Common  
Stock

25,57

Phantom

Stock Units

(10)

(10)

(10)

Common  
Stock

3,63

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| CONNOR JAMES B<br>4225 NAPERVILLE ROAD, SUITE 150<br>LISLE, IL 60532 |               |           | Regional<br>EVP,<br>Chicago |       |

## Signatures

Tracy D. Swearingen for James B. Connor per POA prev. filed.

11/29/2006

\_\_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) The Stock Options vested at 20% per year and were fully vested on 4/20/03.
- (2) The Stock Options vested at 20% per year and were fully vested on 1/26/04.
- (3) The Stock Options vested at 20% per year and were fully vested on 1/25/05.
- (4) The Stock Options vested at 20% per year and were fully vested on 1/31/06.
- (5) The Stock Options vest at a rate of 20% per year and will be fully vested on 1/30/07.
- (6) The Stock Options vest at a rate of 20% per year and will be fully vested on 2/19/08.
- (7) The Stock Options vest at a rate of 20% per year and will be fully vested on 1/28/09.
- (8) The Stock Options vest at a rate of 20% per year and will be fully vested on 2/10/10.
- (9) The Stock Options vest at a rate of 20% per year and will be fully vested on 2/10/11.
- (10) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. The units are valued on a one to one basis to the Company's common stock and are to be settled in cash upon the Reporting Person's termination of employment.

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.