

EITEL CHARLES R
Form 4
November 14, 2005

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
EITEL CHARLES R

(Last) (First) (Middle)

ONE CONCOURSE
PARKWAY, SUITE 800

(Street)

ATLANTA,, GA 30328

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DUKE REALTY CORP [DRE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		
Common Stock					840	D	
Common Stock					2,760	I	By Trust (1)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: EITEL CHARLES R - Form 4

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 Underlying Security (Instr. 3 and 4)		8. 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	\$ 20	11/09/2005		D ⁽²⁾		2,500		⁽²⁾	11/09/2005	Common Stock	2,500
Employee Stock Options-Right to Buy	\$ 19.4261	11/09/2005		A ⁽²⁾		2,572		⁽³⁾	01/25/2010	Common Stock	2,572
Employee Stock Options-Right to Buy	\$ 24.98	11/09/2005		D ⁽²⁾		2,500		⁽²⁾	11/09/2005	Common Stock	2,500
Employee Stock Options-Right to Buy	\$ 24.2632	11/09/2005		A ⁽²⁾		2,572		⁽⁴⁾	01/31/2011	Common Stock	2,572
Employee Stock Options-Right to Buy	\$ 23.35	11/09/2005		D ⁽²⁾		2,500		⁽²⁾	11/09/2005	Common Stock	2,500
Employee Stock Options-Right to Buy	\$ 22.6799	11/09/2005		A ⁽²⁾		2,572		⁽⁵⁾	01/30/2012	Common Stock	2,572
Employee Stock Options-Right to Buy	\$ 24.9	11/09/2005		D ⁽²⁾		2,500		⁽²⁾	11/09/2005	Common Stock	2,500
Employee Stock Options-Right to Buy	\$ 24.1854	11/09/2005		A ⁽²⁾		2,572		⁽⁶⁾	01/29/2013	Common Stock	2,572
Employee Stock	\$ 32.51	11/09/2005		D ⁽²⁾		2,500		⁽²⁾	11/09/2005	Common Stock	2,500

Options-Right
to Buy

Employee

Stock

Options-Right
to Buy

\$ 31.5771

11/09/2005

A⁽²⁾

2,572

⁽⁷⁾

01/28/2014

Common
Stock

2

Phantom
Stock Units⁽⁸⁾⁽⁸⁾⁽⁸⁾Common
Stock

10

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EITEL CHARLES R ONE CONCOURSE PARKWAY SUITE 800 ATLANTA,, GA 30328	X

Signatures

Valerie J. Steffen for Charles R. Eitel per POA previously
filed

11/11/2005

____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) Securities and Options held by the Charles Roy Eitel Revocable Trust in which the Reporting Person is the grantor.
- (2) The reported transactions are a result of option modifications permitted as a result of the issuer's payment of an extraordinary cash dividend. This modification resulted in a deemed cancellation of the "old" option and the grant of a replacement option.
- (3) The options were originally granted on 1/25/00 and provided for vesting at 20% per year commencing on that date. The options were fully vested on 1/25/05.
- (4) The options were originally granted on 1/31/01 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/31/06.
- (5) The options were originally granted on 1/30/02 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/30/07.
- (6) The options were originally granted on 1/29/03 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/29/08.
- (7) The options were originally granted on 1/28/04 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/28/09.

- Represents the phantom stock units accrued under the Directors' Deferred Compensation Plan of Duke Realty Corporation. The units are
- (8) 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.

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.