

Harrington Peter D.
Form 4
May 14, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Harrington Peter D.

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)

600 E. 96TH ST, #100

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2018

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

EVP, Construction

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

INDIANAPOLIS, IN 46240

(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	05/10/2018		F	21 ⁽¹⁾	A \$ 28.88	16,352 ⁽²⁾	D
Common Stock	05/10/2018		D	766	D ⁽³⁾	15,586	D
Common Stock						25,051 ⁽⁴⁾	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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information contained in this form are not
required to respond unless the form
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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)		8. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units <u>(5)</u>	<u>(5)</u>							<u>(6)</u>	<u>(6)</u>	Common Stock	3,684	
Units <u>(7)</u>	<u>(7)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	1,842	
Phantom Stock Units	<u>(8)</u>	05/10/2018		A <u>(3)</u>		766		<u>(8)</u>	<u>(8)</u>	Common Stock	766	<u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harrington Peter D. 600 E. 96TH ST, #100 INDIANAPOLIS, IN 46240	EVP, Construction

Signatures

Tracy D. Swearingen for Peter D. Harrington per POA prev.
filed. 05/14/2018

__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 withheld for taxes upon the vesting of restricted stock units granted pursuant to Rule 16b-3 of Section 16b of the Securities Exchange Act of 1934.
- (2) Between February 13, 2018 and May 14, 2018, the Reporting Person acquired 119 shares of DRE common stock through dividend reinvestment.
- (3)

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Pursuant to a previous election under the Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership, upon the vesting of restricted stock units, the Reporting Person deferred the receipt of 766 shares of common stock and received instead 766 shares of phantom stock.

- (4) Between February 13, 2018 and May 14, 2018, the Reporting Person acquired 1,472 shares of DRE's common stock under the Company's 401(k) plan.

Represents units of limited partnership interest (LTIP Unit) in Duke Realty Limited Partnership (DRLP), of which the Issuer is the general partner, issued as long term incentive compensation pursuant to the Issuer's equity based incentive programs. When earned and vested, each LTIP Unit may be converted into a Common Unit of limited partnership interest in DRLP. Each Common Unit acquired upon the conversion of an LTIP Unit is redeemable by the holder for shares of common stock of the Issuer on a one-for-one basis. LTIP units are generally not convertible until two years from the date of the grant.

- (6) LTIP Units vest in three equal installments beginning on February 10, 2018 and have no expiration date.
- (7) Represents Common Units of DRLP. Each Common Unit is redeemable by the holder for shares of common stock of the Issuer on a one-for-one basis. Common Units have no expiration date.

Represents phantom stock units acquired under the Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership. Between February 13, 2018 and May 14, 2018, the Reporting Person acquired 319 shares of DRE 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/or stock upon the Reporting Person's termination of employment.

- (8)

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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