

DUKE REALTY CORP  
Form 5  
February 14, 2008

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**CHAPMAN ROBERT M**  
  
(Last) (First) (Middle)  
  
**3950 SHACKLEFORD RD, #300**  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
**DUKE REALTY CORP [DRE]**  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2007**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**COO**

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**DULUTH, GA 30096-8268**

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	08/21/2006	^	G5 <sup>(1)</sup>	1,950	D	\$ 0	45,419	D	^
Common Stock	08/21/2006	^	G5 <sup>(1)</sup>	1,950	A	\$ 0	4,650	I	By Children
Common Stock	^	^	^	^	^	^	3,888	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 2270 (9-02)

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**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. Amount or Number of Shares	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options - Right to Buy	\$ 22.4007	Â	Â	Â	Â	Â	Â <sup>(2)</sup>	01/26/2009	Common Stock	25,643
Employee Stock Options - Right to Buy	\$ 21.915	Â	Â	Â	Â	Â	Â <sup>(3)</sup>	06/18/2009	Common Stock	25,725
Employee Stock Options - Right to Buy	\$ 19.4261	Â	Â	Â	Â	Â	Â <sup>(4)</sup>	01/25/2010	Common Stock	29,569
Employee Stock Options - Right to Buy	\$ 19.4261	Â	Â	Â	Â	Â	Â <sup>(5)</sup>	01/25/2010	Common Stock	8,871
Employee Stock Options - Right to Buy	\$ 24.2632	Â	Â	Â	Â	Â	Â <sup>(6)</sup>	01/31/2011	Common Stock	28,409
Employee Stock Options - Right to Buy	\$ 22.6799	Â	Â	Â	Â	Â	Â <sup>(7)</sup>	01/30/2012	Common Stock	27,859
Employee Stock	\$ 24.6905	Â	Â	Â	Â	Â	Â <sup>(8)</sup>	02/19/2013	Common Stock	24,195

Options - Right to Buy												
Employee Stock Options - Right to Buy	\$ 31.5771	Â	Â	Â	Â	Â	Â	Â	(9)	01/28/2014	Common Stock	21,829
Employee Stock Options - Right to Buy	\$ 31.4022	Â	Â	Â	Â	Â	Â	Â	(10)	02/10/2015	Common Stock	33,932
Employee Stock Options - Right to Buy	\$ 34.13	Â	Â	Â	Â	Â	Â	Â	(11)	02/10/2016	Common Stock	37,198
Employee Stock Options - Right to Buy	\$ 47.88	Â	Â	Â	Â	Â	Â	Â	(12)	02/10/2017	Common Stock	34,126
Phantom Stock Units	Â	Â	Â	Â	Â	Â	Â	Â	(13)	Â (13)	Common Stock	6,267
Phantom Stock Units	Â	Â	Â	Â	Â	Â	Â	Â	(14)	Â (14)	Common Stock	19,156

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPMAN ROBERT M 3950 SHACKLEFORD RD, #300 DULUTH, GA 30096-8268	Â	Â	Â COO	Â

## Signatures

By: Tracy Swearingen for Robert M. Chapman per POA prev.  
filed

02/14/2008

\_\_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 reporting person made a gift of 1,950 shares to his children on the transaction date indicated.
- (2) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/26/2004.
- (3) The Stock Options vested annually at a rate of 20% per year and were fully vested on 6/18/2004.
- (4) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/2005.
- (5) The Stock Options were fully vested on the grant date.
- (6) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/31/2006.
- (7) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/30/2007.
- (8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/19/2008.
- (9) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/2009.
- (10) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2010.
- (11) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2011.
- (12) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.
- (13) Represents phantom stock units accrued under the Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership. 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.
- (14) 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 provided 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.