### **DUKE REALTY CORP**

Form 4

January 29, 2016

## FORM 4

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

OMB Number: 3235-0287

Estimated average

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KENNEDY STEVEN R			2. Issuer Name and Ticker or Trading Symbol DUKE REALTY CORP [DRE]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (Fir	(First)	t) (Middle)	3. Date of Earliest Transaction	(check an applicable)		
600 E. 96TH ST, #100			(Month/Day/Year) 01/27/2016	Director 10% Owner Officer (give title Other (specify below) EVP, Construction		
(Street) INDIANAPOLIS, IN 46240			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
			Filed(Month/Day/Year)			

# (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) (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 4) (Month/Day/Year) (Instr. 4)

(Instr. 3)	( · · · · · · · · · · · · · · · · · · ·	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)		Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	,	
Common Stock	01/27/2016		A	19,389	A	\$0(1)	70,506 (2)	D	
Common Stock	01/27/2016		F	6,343 (3)	D	\$ 19.67	64,163	D	
Common Stock	01/27/2016		<u>J(4)</u>	13,045	D	<u>(4)</u>	51,118	D	
Common Stock	01/27/2016		<u>J(4)</u>	13,045	A	<u>(4)</u>	41,285	I	By Trust
Common Stock							1,545	I	By Parent

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### Edgar Filing: DUKE REALTY CORP - Form 4

Common Stock 85  $\underline{^{(7)}}$  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)

# 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options-Right to Buy	\$ 34.13					<u>(8)</u>	02/10/2016	Common Stock	25,109
Employee Stock Options-Right to Buy	\$ 47.88					<u>(9)</u>	02/10/2017	Common Stock	25,092
Employee Stock Options-Right to Buy	\$ 23.34					(10)	02/10/2018	Common Stock	74,384
Phantom Stock Units	<u>(11)</u>					(11)	(11)	Common Stock	22,312

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
KENNEDY STEVEN R			EVP, Construction					
600 E. 96TH ST, #100								

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### **INDIANAPOLIS, IN 46240**

### **Signatures**

Tracy D. Swearingen for Steven R. Kennedy per POA prev. filed.

01/29/2016

\*\*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 an award of performance share plan units pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934.
- (2) Between June 19, 2015 and January 29, 2016, the Reporting Person acquired 1,401 shares of DRE common stock through dividend reinvestment.
- (3) Represents shares withheld for taxes upon the vesting of performance share plan units granted pursuant to Rule 16b-3 of Section 16b of the Securities Exchange Act of 1934.
- (4) Upon the vesting of performance share plan units, 13,045 shares of common stock were deposited into the Steven R. Kennedy Revocable Trust Agreement 12/12/05.
- (5) Securities held by the Steven R. Kennedy Revocable Trust Agreement 12/12/05 in which the Reporting Person is the grantor.
- By Steven Kennedy for investment control of the Doris H. Kennedy Living Trust and other securities held by the Reporting Person's parent. The Reporting Person disclaims any beneficial interest in these shares.
- (7) Between June 19, 2015 and January 29, 2016, the Reporting Person acquired 85 shares of DRE's common stock under the Company's 401(k) plan.
- (8) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2011.
- (9) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2012.
- (10) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2013.
- Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between June 19, 2015 and (11) January 29, 2016, the Reporting Person acquired 612 phantom stock units 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 stock upon the 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.

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