

Dee Ann C.  
Form 4  
February 12, 2019

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dee Ann C.

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)  
02/10/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP, General Counsel & Corp Sec

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------|------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount       | (A) or (D) | Price      |                                                                                               |                                                          |                                   |
| Common Stock                    | 02/10/2019                           |                                                    | A                              |                                                                   | 9,865        | A          | <u>(1)</u> | 82,128                                                                                        | D                                                        |                                   |
| Common Stock                    | 02/10/2019                           |                                                    | F                              |                                                                   | <u>1,812</u> | D          | \$ 29.98   | 80,316                                                                                        | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   |              |            |            | 1,349                                                                                         | I                                                        | By Spouse                         |
| Common Stock                    |                                      |                                                    |                                |                                                                   |              |            |            | 1,743 <u>(3)</u>                                                                              | I                                                        | By 401(k) Plan                    |

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.                  |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D)                                                                 | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| LTIP<br>Units <u>(4)</u>                            | <u>(4)</u>                                                            | 02/10/2019                              |                                                             | J <u>(5)</u>                            |                                                                                                           |                                                                | 4,531                                                               | <u>(6)</u>          | <u>(6)</u>         | Common<br>Stock | 4,531                               |
| LTIP<br>Units <u>(4)</u>                            | <u>(4)</u>                                                            | 02/10/2019                              |                                                             | J <u>(5)</u>                            |                                                                                                           |                                                                | 3,662                                                               | <u>(7)</u>          | <u>(7)</u>         | Common<br>Stock | 3,662                               |
| LTIP<br>Units <u>(4)</u>                            | <u>(4)</u>                                                            | 02/10/2019                              |                                                             | J <u>(5)</u>                            |                                                                                                           |                                                                | 1,725                                                               | <u>(8)</u>          | <u>(8)</u>         | Common<br>Stock | 1,725                               |
| LTIP<br>Units <u>(4)</u>                            | <u>(4)</u>                                                            |                                         |                                                             |                                         |                                                                                                           |                                                                |                                                                     | <u>(9)</u>          | <u>(9)</u>         | Common<br>Stock | 6,645                               |
| Units <u>(10)</u>                                   | <u>(10)</u>                                                           | 02/10/2019                              |                                                             | J <u>(5)</u>                            |                                                                                                           |                                                                | 9,918                                                               | <u>(10)</u>         | <u>(10)</u>        | Common<br>Stock | 9,918                               |
| Phantom<br>Stock<br>Units                           | <u>(11)</u>                                                           |                                         |                                                             |                                         |                                                                                                           |                                                                |                                                                     | <u>(11)</u>         | <u>(11)</u>        | Common<br>Stock | 19,003                              |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director

10% Owner

Officer

Other

Dee Ann C.  
600 E 96TH ST., #100  
INDIANAPOLIS, IN 46240

EVP, General  
Counsel & Corp  
Sec

## Signatures

Tracy Swearingen for Ann C. Dee per POA prev.  
filed.

02/12/2019

          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 restricted stock units pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934.
- (2) 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.
- (3) Between January 31, 2019 and February 12, 2019, the Reporting Person acquired 34 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.
- (5) LTIP Units converted into Common Units of limited partnership interest in DRLP according to terms described above.
- (6) LTIP Units vest in three equal installments beginning on February 10, 2017 and have no expiration date.
- (7) LTIP Units vest in three equal installments beginning on February 10, 2019 and have no expiration date.
- (8) LTIP Units vest in two equal installments beginning on February 10, 2019 and have no expiration date.  
  
LTIP Units awarded in lieu of performance share plan units and upon meeting the performance-based conditions, pursuant to Rule
- (9) 16b-3(d) of Section 16b of the Securities Exchange Act of 1934. LTIP Units are awarded according to the terms described in footnote 4 and have no expiration date.
- (10) 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 accrued under the Executives' Deferred Compensation Plan of Duke Realty Services Limited
- (11) Partnership. 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.

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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