

DUKE REALTY CORP
Form 8-K
February 26, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **February 13, 2004**

DUKE REALTY CORPORATION

(Exact name of registrant specified in its charter)

Indiana
(State of
Incorporation)

1-9044
(Commission
File Number)

35-1740409
(IRS Employer
Identification No.)

600 East 96th Street
Suite 100
Indianapolis, IN 46240
(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(317) 808-6000**

Item 7. Financial Statements and Other Exhibits

The following exhibits are filed with this report pursuant to Regulation S-K Item 601 in lieu of filing the otherwise required exhibits to the registration statement on Form S-3 of the Registrant, file no. 333-108557, under the Securities Act of 1933, as amended (as amended, the Registration Statement), and which, as this Form 8-K filing is incorporated by reference in the Registration Statement, is set forth in full in the Registration Statement.

| Exhibit Number | Exhibit |
|-----------------------|---|
| 1.1 | Terms Agreement dated January 14, 2004. |
| 1.2 | Underwriting Agreement dated January 13, 2004. |
| 3 | Designating Amendment to the Third Restated Articles of Incorporation of Duke Realty Corporation establishing the terms of the 6.5% Series K Cumulative Redeemable Preferred Stock. |
| 3.1 | Form of certificate representing Series K Preferred Shares. |
| 4 | Deposit Agreement dated February 13, 2004 by and among Duke Realty Corporation, American Stock Transfer & Trust Company and the holders from time to time of the Depository Receipts (which includes as an exhibit the form of Depository Receipt). |
| 5 | Opinion of Alston & Bird LLP. |
| 8 | Opinion of Alston & Bird LLP. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DUKE REALTY CORPORATION

February 26, 2004

By: /s/ Howard L. Feinsand
Howard L. Feinsand,
Executive Vice President and General
Counsel