Edgar Filing: DUKE REALTY CORP - Form 4

DUKE REALTY CORP Form 4 February 03, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

Filed By

Romeo and Dye's

Section 16 Filer www.section16.net

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 8					ne and Tic y Corporat		Pe to	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)				rting	ntification I Person, voluntary)	Number	Mo	Statement for onth/Day/Year 0/03	10	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street) Chapel Hill,, NC 27517							Da	f Amendment, te of Original onth/Day/Year)	(C <u>X</u> Pe	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Г	able	I Non-D) erivati	Dispose	oosed of, or Beneficially Owned				
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans action ((Instr. 8 Code	Code	4. Securitie (A) or Disp <u>(Instr. 3, 4</u> Amount	oosed of & 5)		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		· • •	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock									15,694	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., pues, curst, warrants, oprons, convertible securities)											
le of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Natı
vative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indire
rity	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Benefic
J	Price of	Date	Date,	Code	Derivati	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Owners
. 3)	Derivative		if any		Securitie	¥ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4
	Security	(Month/	(Month/	(Instr.	Acquire	1			Following	ative	
		Day/	Day/	8)	(A) or				Reported	Security:	
		Year)	Year)		Dispose	1			Transaction(s)	Direct	
	ative s ity 1 . 3) 1	ative sion or ity Exercise Price of . 3) Derivative Security	le of 2. Conver- 3. ative sion or Trans- ity Exercise action Price of Date . 3) Derivative Security (Month/ Day/	le of ative sion or ity Exercise action Execution Price of Date Date, . 3) Derivative if any Security (Month/ Month/ Day/ Day/	le of ative sion or ity Exercise action Execution action Price of Date Date, Code if any Security (Month/ (Month/ Bay/ Bay/ Bay)	le of ative sion or Trans- ity Exercise action Execution action of Price of Date Date, Code Derivati Security (Month/ (Month/ (Instr. Acquired Day/ Day/ 8) (A) or	le of 2. Conver- 3. 3A. 4. 5. 6. Date Exercisable ative sion or Trans- Deemed Trans- Number and Expiration ity Exercise action Execution action of Date Price of Date Date, Code Derivativ(Month/Day/ . 3) Derivative if any Security (Month/ (Month/ Day/ Security (Month/ (Month/ Day/ Securite(Var) Day/ Day/ 8) (A) or	le of ative 2. Conver- 3. 3A. 4. 5. 6. Date Exercisable 7. Title and Amount of ity Exercise action Execution action of Date Junderlying Price of Date Date, Code Derivati(Month/Day/ Securities Securities Securities . 3) Derivative if any Day/ Linstr. Acquired Acquired Bay/ Day/ Bay/ Securities Acquired Acquired	le of ative 2. Conver- 3. 3A. 4. 5. 6. Date Exercisable 7. Title and 8. Price of ative sion or Trans- Deemed Trans- Number and Expiration Amount of Derivative ity Exercise action Execution action of Date Underlying Security Price of Date Date, Code Derivati(Month/Day/ Securities (Instr. 5) . 3) Derivative if any Securitie ¥ear) (Instr. 3 & 4) Securities Security Day/ Bay/ 8) (A) or Securities Securities	le of ative2. Conver- Sion or3.3A.4.5.6. Date Exercisable and Expiration7. Title and Amount of8. Price of Derivative9. Number of DerivativeityExercise actionExecution actionTrans- actionNumber and Expiration Date7. Title and Amount of Underlying8. Price of Derivative9. Number of DerivativePrice of berivativeDateDateUnderlying SecuritiesSecurities (Instr. 3 & 4)Securities Following Reported. 3)Derivative berivativeIf any Day/ Day/ Bay/Number of Acquired (A) orInstr. 3 & 4)8. Price of Derivative9. Number of Derivative Securities	le of ative2. Conver- Sion or3.3A.4.5.6. Date Exercisable And Expiration7. Title and Amount of8. Price of Derivative9. Number of Derivative10.ative ityExercise actionDeemed ExecutionTrans- actionNumber and Expiration of Date7. Title and Amount of Underlying8. Price of Derivative9. Number of

OMB APPROVAL

1

Edgar Filing: DUKE REALTY CORP - Form 4

				of (D) (Instr. 3, 4 & 5)							(Instr. 4)	(D) or Indirect (I) (Instr. 4)	
				Code	V (A	4) (D)	Exer-cisable	Expira- tion Date		Amount or Number of Shares			
Employee Stock Options-Right to Buy ⁽¹⁾	\$14.4928								Common Stock	5,520	5,520	D	
Employee Stock Options-Right to Buy (1)	\$18.2065						12/31/95		Common Stock		4,140	D	
Employee Stock Options-Right to Buy (1)	\$24.0942						12/31/96		Common Stock	4,140	4,140	D	
Employee Stock Options-Right to Buy (1)	\$23.1884						12/31/97		' Common Stock	4,140	4,140	D	
Employee Stock Options-Right to Buy (1)	\$20.4257						12/31/98		Common Stock	ı 6,900	6,900	D	
Employee Stock Options-Right to Buy ⁽²⁾	\$20.0000						1/25/01		Common Stock	2,500	2,500	D	
Employee Stock Options-Right to Buy ⁽³⁾	\$24.9800						1/31/02		Common Stock	2,500	2,500	D	
Employee Stock Options-Right to Buy ⁽⁴⁾	\$23.3500						1/30/03		Common Stock	2,500	2,500	D	
Employee Stock Options-Right to Buy ⁽⁵⁾	\$24.9000						1/29/04		Common Stock	2,500	2,500	D	
Phantom Stock Units <u>(6)</u>	1 for 1	1/30/03		A	1(00	<u>(6)</u>		Common Stock	n 100	5,800	D	
Phantom Stock Units ⁽⁷⁾	1 for 1						(7)		Common Stock	n 1,547	1,547	D D	

Explanation of Responses:

(1) The Stock Options were fully vested on the grant date.

(2) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/25/05.

(3) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/31/06.

 $(\underline{4})$ The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/30/07.

(5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/29/08.

(6) The phantom stock units are accrued under the Duke Director's Deferred Compensation Plan of Duke Realty Corporation. The units are to be settled in cash and stock upon the Reporting Person's termination as a director of the Issuer.

Edgar Filing: DUKE REALTY CORP - Form 4

(7) The phantom stock shares are accrued under the Weeks Corporation 1998 Deferred Compensation Plan. The shares are to be paid in cash upon the Reporting Person's termination as a director of Issuer.

By: /s/ James R. Windmiller

February 3, 2003 Date

William O. McCoy by James R. Windmiller per POA prev. filed

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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 Number.