

Edgar Filing: DUKE REALTY CORP - Form 4

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. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| LTIP Units <u>(4)</u> | <u>(4)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 5,516 |
| LTIP Units <u>(4)</u> | <u>(4)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 14,845 |
| LTIP Units <u>(4)</u> | <u>(4)</u> | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | 14,516 |
| Units <u>(8)</u> | <u>(8)</u> | | | | | <u>(8)</u> | <u>(8)</u> | Common Stock | 18,456 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Denien Mark A 600 E 96TH ST, #100 INDIANAPOLIS, IN 46240 | | | EVP & CFO | |

Signatures

Tracy Swearingen for Mark A. Denien per POA prev. filed. 05/12/2017

__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 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.
- (2) Between February 14, 2017 and May 12, 2017, the Reporting Person acquired 90 shares of DRE common stock through dividend reinvestment.
- (3) Between February 14, 2017 and May 12, 2017, the Reporting Person acquired 5 shares of DRE's common stock under the Company's 401(k) plan.

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- 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
- (4) 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 vest in three equal installments beginning on February 10, 2016 and have no expiration date.
 - (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, 2018 and have no expiration date.
 - (8) 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.

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.