Harrington Peter D. Form 4 December 12, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 4 or Form 5 obligations

may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Harrington Peter D. Issuer Symbol DUKE REALTY CORP [DRE] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 600 E. 96TH ST, #100 12/08/2017 below) EVP, Construction (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

INDIANAPOLIS, IN 46240

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecuri	ties Aco	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/08/2017		G V	2,630	D	\$0	17,782 (1)	D	
Common Stock							22,830 (2)	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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X Form filed by One Reporting Person Form filed by More than One Reporting

Person

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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)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (3)	(3)					<u>(4)</u>	<u>(4)</u>	Common Stock	5,526	
Phantom Stock Units	<u>(5)</u>					<u>(5)</u>	(5)	Common Stock	28,061	

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Harrington Peter D.								
600 E. 96TH ST, #100			EVP, Construction					
INDIANAPOLIS, IN 46240								

Signatures

Tracy D. Swearingen for Peter D. Harrington per POA prev. 12/12/2017 filed.

**Signature of Reporting Person

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) Between August 4, 2017 and December 12, 2017, the Reporting Person acquired 221 shares of DRE common stock through dividend reinvestment.
- (2) Between August 4, 2017 and December 12, 2017, the Reporting Person acquired 305 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

Date

- (3) 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.
- (4) LTIP Units vest in three equal installments beginning on February 10, 2018 and have no expiration date.

Reporting Owners 2

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(5) Represents phantom stock units acquired under the Executives' Deferred Compensation Plan of Duke Realty Services Limited
Partnership. Between August 4, 2017 and December 12, 2017, the Reporting Person acquired 375 shares of DRE common stock 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 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. 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.