

DUKE REALTY CORP  
Form 4  
February 03, 2003

**FORM 4**

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

OMB APPROVAL

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**

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

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>McCoy, William O.</b> (Last) (First) (Middle) <b>1450 Raleigh Road, Suite 300</b> (Street) <b>Chapel Hill, NC 27517</b> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Duke Realty Corporation (DRE)</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>1/30/03</b>			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
5. If Amendment, Date of Original (Month/Day/Year)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
<b>Common Stock</b>							<b>15,694</b>	<b>D</b>	

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).

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**FORM 4 (continued) 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct	11. Nature of Ownership (Instr. 4)
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				of (D)			Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	(Instr. 4)	(D) or Indirect (I) (Instr. 4)
				Code	V	(A) (D)						
Employee Stock Options-Right to Buy <sup>(1)</sup>	\$14.4928					8/23/94	8/23/04	Common Stock	5,520		5,520	D
Employee Stock Options-Right to Buy (1)	\$18.2065					12/31/95	12/31/05	Common Stock	4,140		4,140	D
Employee Stock Options-Right to Buy (1)	\$24.0942					12/31/96	12/31/06	Common Stock	4,140		4,140	D
Employee Stock Options-Right to Buy (1)	\$23.1884					12/31/97	12/31/07	Common Stock	4,140		4,140	D
Employee Stock Options-Right to Buy (1)	\$20.4257					12/31/98	12/31/08	Common Stock	6,900		6,900	D
Employee Stock Options-Right to Buy <sup>(2)</sup>	\$20.0000					1/25/01	1/25/10	Common Stock	2,500		2,500	D
Employee Stock Options-Right to Buy <sup>(3)</sup>	\$24.9800					1/31/02	1/31/11	Common Stock	2,500		2,500	D
Employee Stock Options-Right to Buy <sup>(4)</sup>	\$23.3500					1/30/03	1/30/12	Common Stock	2,500		2,500	D
Employee Stock Options-Right to Buy <sup>(5)</sup>	\$24.9000					1/29/04	1/29/13	Common Stock	2,500		2,500	D
Phantom Stock Units <sup>(6)</sup>	1 for 1	1/30/03		A	100	<sup>(6)</sup>	None	Common Stock	100		5,800	D
Phantom Stock Units <sup>(7)</sup>	1 for 1					<sup>(7)</sup>	None	Common Stock	1,547		1,547	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.

(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.

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(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**

**William O. McCoy by James R. Windmiller per**

**POA prev. filed**

\*\*Signature of Reporting Person

**February 3, 2003**

Date

\*\*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.

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