

DUKE REALTY CORP
Form 424B7
November 10, 2008

FILED PURSUANT TO
RULE 424(b)(7)
SEC FILE NO. 333-140796

PROSPECTUS SUPPLEMENT No. 15
(To Prospectus dated February 20, 2007)
DATED: November 10, 2008

11,747,135 Common Shares

Our operating partnership, Duke Realty Limited Partnership, issued and sold \$575 million aggregate principal amount of its 3.75% Exchangeable Senior Notes due 2011, or the notes, in a private transaction on November 22, 2006. Under certain circumstances, we may issue shares of our common stock upon the exchange or redemption of the notes. In such circumstances, the recipients of such common stock, whom we refer to as the selling shareholders, may use this prospectus supplement, together with the prospectus to which it relates, to resell from time to time the shares of our common stock that we may issue to them upon the exchange or redemption of the notes. Additional selling shareholders may be named by future prospectus supplements.

This prospectus supplement amends and supplements, and should be read in conjunction with, the prospectus dated February 20, 2007, and future prospectus supplements.

The selling shareholder table, appearing under the heading Selling Shareholders in the accompanying prospectus, is amended and supplemented by the information in the following table.

| Name (1) | Number of Shares Beneficially Owned Prior to the Offering (2)(3) | Percentage of Shares Beneficially Owned Prior to the Offering (4) | Number of Shares Offered Hereby (3)(5) | Number of Shares Beneficially Owned Following the Offering (5) | Percentage of Shares Beneficially Owned Following the Offering (5) |
|--|---|---|---|--|--|
| | | | | | |
| Admiral Flagship Master Fund, Ltd. | 51,074 | * | 51,074 | | |
| ARC Revocable Trust | 1,021 | * | 1,021 | | |
| Arctos Partners Inc. | 598,593 | * | 598,593 | | |
| Aristeia International Limited | 564,271 | * | 564,271 | | |
| Aristeia Partners LP | 191,631 | * | 191,631 | | |
| BBT Fund, L.P. | 210,937 | * | 210,937 | | |
| Baldwin Enterprises, Inc. | 4,086 | * | 4,086 | | |
| Bank of America Pension Plan | 102,149 | * | 102,149 | | |
| Barnet Partners Ltd. | 20,429 | * | 20,429 | | |
| Bayerische Hypo- and Vereinsbank AG | 919,341 | * | 919,341 | | |
| Beamtenversicherungskasse Des Kantons Zurich | 136,879 | * | 136,879 | | |
| Bernische Lehreruersicherungskasse | 34,730 | * | 34,730 | | |

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|--|---|--|---|---|---|
| Black Diamond Offshore Ltd. | 14,729 | * | 14,729 | | |
| Black Diamond Convertible Offshore LLC | 32,687 | * | 32,687 | | |
| BNP Paribas Arbitrage CAP Fund, L.P. | 51,074 | * | 51,074 | | |
| CAP Fund, L.P. | 96,530 | * | 96,530 | | |
| Capital Ventures International | 102,149 | * | 102,149 | | |
| Citadel Equity Fund, Ltd. | 153,224 | * | 153,224 | | |
| Citigroup Global Markets Inc. | 946,921 | * | 946,921 | | |
| CMH Strategies Credit Suisse International | 1,389 | * | 1,389 | | |
| Credit Suisse Europe Ltd. | 102,145 | * | 102,145 | | |
| Credit Suisse Securities (USA) LLC | 423,918 | * | 423,918 | | |
| Dekalb County Employees Pension Plan | 1,411,086 | * | 1,411,086 | | |
| Double Black Diamond Offshore LDC | 5,925 | * | 5,925 | | |
| Empyrean Capital Fund, LP | 116,020 | * | 116,020 | | |
| Empyrean Capital Overseas Benefit Plan, Ltd. | 115,305 | * | 115,305 | | |
| Esurance Insurance Company | 24,536 | * | 24,536 | | |
| Ferox Master Fund Limited | 1,021 | * | 1,021 | | |
| Florida Fruit & Vegetable Association | 103,476 | * | 103,476 | | |
| Folksamerica Reinsurance Company | 1,083 | * | 1,083 | | |
| Fore Convertible Master Fund, Ltd. | 4,086 | * | 4,086 | | |
| Fore ERISA Fund, Ltd. | 46,110 | * | 46,110 | | |
| Fund American Reinsurance Company, Ltd. | 4,964 | * | 4,964 | | |
| | 4,086 | * | 4,086 | | |

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|--|---------|---|---------|
| FXMC Limited | 28,294 | * | 28,294 |
| Gemini Sammelstiftung Zur Forderling Der Personaluorsorge | 14,913 | * | 14,913 |
| Georgia Municipal Employee Benefit System | 27,416 | * | 27,416 |
| Highbridge Convertible Arbitrage Master Fund LP | 51,075 | * | 51,075 |
| Highbridge International LLC | 265,587 | * | 265,587 |
| Homeland Insurance Company of New York | 3,575 | * | 3,575 |
| Jefferies Umbrella Fund Global | | | |
| Convertible Bond | 157,309 | * | 157,309 |
| ICM Business Trust | 20,429 | * | 20,429 |
| Ionic Capital Master Fund Ltd. | 561,819 | * | 561,819 |
| John Deere Pension Trust | 20,429 | * | 20,429 |
| JP Morgan Securities Inc. | 122,578 | * | 122,578 |
| Lancashire Insurance Company, Ltd. | 3,575 | * | 3,575 |
| LDG Limited | 3,779 | * | 3,779 |
| Lehman Brothers Inc. | 81,719 | * | 81,719 |
| Lydian Global Opportunities Master Fund Ltd. | 132,841 | * | 132,841 |
| Lydian Overseas Partners Master Fund, L.T.D. | 408,740 | * | 408,740 |

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|--|---|--|---|---|---|
| Lyxor/Canyon Value Realization Fund Ltd. | 51,074 | * | 51,074 | | |
| Lyxor/Canyon Capital Arbitrage Fund Ltd. | 143,008 | * | 143,008 | | |
| Metropolitan Atlanta Rapid Transit Authority | 2,063 | * | 2,063 | | |
| Montpelier Re Holdings, Ltd. | 5,618 | * | 5,618 | | |
| The Northern Assurance Co. of America | 2,043 | * | 2,043 | | |
| Old Lane GMA Master Fund LP | 124,887 | * | 124,887 | | |
| Old Lane HMA Master Fund LP | 90,807 | * | 90,807 | | |
| Old Lane Cayman Master Fund LP | 302,431 | * | 302,431 | | |
| Old Lane US Master Fund LP | 229,847 | * | 229,847 | | |
| OneBeacon Insurance Savings Plan | 6,129 | * | 6,129 | | |
| OneBeacon America Insurance Co. | 8,683 | * | 8,683 | | |
| OneBeacon Insurance Co. | 15,833 | * | 15,833 | | |
| OneBeacon Pension Plan | 7,661 | * | 7,661 | | |
| Pearl Assurance LTD | 20,429 | * | 20,429 | | |
| Pennsylvania General Insurance Company | 4,597 | * | 4,597 | | |
| Pensionskasse Der Antalis Ag | 2,247 | * | 2,247 | | |
| Pensionskasse Der Lonza Ag | 6,128 | * | 6,128 | | |
| Pensionskasse Huntsman | 4,290 | * | 4,290 | | |
| Pensionskasse Huntsman II | 5,516 | * | 5,516 | | |
| Pensionskasse Der Rockwell Automation Ag | 4,290 | * | 4,290 | | |
| Peoples Benefit Life Insurance Company | | | | | |
| Teamsters | 81,719 | * | 81,719 | | |
| Prospector Summit Fund, L.P. | 2,043 | * | 2,043 | | |

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|--|---------|---|---------|
| PV Promea | 9,602 | * | 9,602 |
| Redbourn Partners Ltd. | 245,157 | * | 245,157 |
| Redbrick Capital Master Fat Tail Fund | 153,223 | * | 153,223 |
| Redbrick Capital MasterFund LTD | 102,149 | * | 102,149 |
| Salar Fund PLC | 10,215 | * | 10,215 |
| SilverCreek II Ltd. | 51,090 | * | 51,090 |
| SilverCreek Limited Partnership | 122,618 | * | 122,618 |
| SRI Fund, L.P. | 50,053 | * | 50,053 |
| Stark Master Fund Ltd. | 102,182 | * | 102,182 |
| Sunrise Partners Limited Partnership | 122,574 | * | 122,574 |
| Symetra Financial Corp. | 2,553 | * | 2,553 |
| Symetra Life Insurance Company | 4,086 | * | 4,086 |
| Tamalpais Asset Management L.P. | 204,298 | * | 204,298 |
| Thrivent Financial for Lutherans | 71,504 | * | 71,504 |
| TQA Master Fund, Ltd. | 24,209 | * | 24,209 |
| TQA Master Plus Fund, Ltd. | 13,871 | * | 13,871 |
| Universal Investment Gesellschaft | | | |
| MBH Ref Aventis | 102,149 | * | 102,149 |
| Wachovia Capital Markets, LLC | 50,053 | * | 50,053 |

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|--|---|--|---|---|---|
| Waterstone Market Neutral Master Fund, Ltd. | 132,589 | * | 132,589 | | |
| Waterstone Market Neutral MAC51 Fund, Ltd. | 71,708 | * | 71,708 | | |
| Yield Strategies Fund I, L.P. Master Fund, Ltd. do TQA | 40,859 | * | 40,859 | | |
| Investors, LLC | 9,213 | * | 9,213 | | |
| Zurich Institutional Funds, Wandelanleihen | 53,117 | * | 53,117 | | |

* Less than 1%

(1) Additional selling shareholders not named in the prospectus will not be able to use the prospectus for resales until they are named in the selling shareholder table by prospectus supplement or post-effective amendment. Likewise, transferees, successors and donees of identified selling shareholders will not be able to use this

prospectus for
resales until
they are named
in the selling
shareholders
table by
prospectus
supplement or
post-effective
amendment. If
required, we
will add
transferees,
successors and
donees by
additional
prospectus
supplement in
instances where
the transferee,
successor or
donee has
acquired its
shares from
holders named
in the
prospectus or
prospectus
supplement after
the effective
date of this
prospectus.

- (2) Assumes
conversion of
the notes into
shares of
common stock
at a conversion
rate of 20.4298
shares of
common stock
per each \$1,000
principal
amount of notes.
We will issue
cash for all
fractional shares
of our common
stock based on
the closing sale

price of our common stock on the trading day immediately preceding the exchange date.

- (3) The information included with respect to each selling shareholder included in this table, and the aggregate number of shares of common stock into which their notes are exchangeable, has been included in reliance on information provided to us by such selling shareholders. We have received questionnaires from selling shareholders representing an aggregate number of shares in excess of the number of shares that were registered. We cannot verify whether any questionnaires were received from selling shareholders who have subsequently sold their notes; therefore, the table may

contain information with respect to persons that no longer hold notes. If and to the extent we receive new questionnaires, we will update the table in future prospectus supplements.

(4) Based on a total of 147,364,620 shares of our common stock outstanding as of November 1, 2008.

(5) We do not know when or in what amounts selling shareholders may offer shares of our common stock for sale. The selling shareholders might not sell any or all of the shares of our common stock offered by this prospectus. Because the selling shareholders may offer all or some of the shares of our common stock pursuant to this prospectus, and because there are currently no agreements, arrangements or

understandings with respect to the sale of any of the shares of our common stock, we cannot estimate the number of shares of our common stock that will be held by the selling shareholders after completion of this offering. However, for purposes of this table, we have assumed that, after completion of the offering pursuant to this prospectus, none of the shares of our common stock covered by this prospectus will be held by the selling shareholders.