

DUKE REALTY CORP  
Form S-8 POS  
September 06, 2005

As filed with the Securities and Exchange Commission on September 6, 2005.

File No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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**DUKE REALTY CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Indiana**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**35-1740409**  
(I.R.S. Employer  
Identification No.)

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**600 East 96<sup>th</sup> Street, Suite 100**

**Indianapolis, Indiana 46240**

**(317) 808-6000**

(Address, including Zip Code, and Telephone Number of Principal Executive Offices)

**1995 Dividend Increase Unit Plan of Duke Realty Services Limited Partnership**

**Weeks Corporation Incentive Stock Plan**

**Weeks Corporation 1998 Incentive Stock Plan**

**1996 Directors Stock Payment Plan of Duke Realty Investments, Inc.**

**1999 Salary Replacement Stock Option and Dividend Increase Unit Plan**

**2000 Performance Share Plan of Duke-Weeks Realty Corporation**

(Full Title of the Plans)

**DENNIS D. OKLAK  
Chief Executive Officer  
Duke Realty Corporation  
600 East 96<sup>th</sup> Street, Suite 100  
Indianapolis, Indiana 4640  
(317) 808-6000**

(Name, Address, including Zip Code, and Telephone  
Number, including Area Code, of Agent For Service)

Copy to:  
**LAURA G. THATCHER  
Alston & Bird LLP  
One Atlantic Center,  
1201 West Peachtree Street  
Atlanta, Georgia 30309-3424  
(404) 881-7546**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statements on Form S-8 (File Nos. 333-82061, 333-35162, and 333-59508) (the Registration Statements ) of Duke Realty Corporation (the Company formerly known as Duke Realty Investments, Inc. and Duke-Weeks Realty Corporation) filed with the Securities and Exchange Commission on July 1, 1999, April 19, 2000, and April 25, 2001, respectively, which registered 7,112,000 shares of the Company's common stock to be issued to participants under the following Company plans: (i) 1995 Dividend Increase Unit Plan of Duke Realty Services Limited Partnership, (ii) Weeks Corporation Incentive Stock Plan, (iii) Weeks Corporation 1998 Incentive Stock Plan, (iv) 1996 Directors' Stock Payment Plan of Duke Realty Investments, Inc., (v) 1999 Salary Replacement Stock Option and Dividend Increase Unit Plan of Duke Realty Investments, Inc., (vi) 2000 Performance Share Plan of Duke-Weeks Realty Corporation, and (vii) 1995 Shareholder Value Plan of Duke Realty Services Limited Partnership (collectively, the Plans ).

No further awards will be granted under any of the Plans, and the Plans will be maintained by the Company only until the last award granted thereunder has been exercised, vested, forfeited or expired. In accordance with an undertaking contained in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby removes from registration a total of 4,715,645 securities of the Company registered but unsold under the Registration Statements. After this Post-Effective Amendment No. 1, there will remain registered a total of 237,711 shares, plus additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the Plans. The table below provides details regarding each plan listed above and the number of shares deregistered under such plan.

<b>Plan</b>	<b>Shares Registered</b>	<b>Shares Deregistered</b>	<b>Shares to Remain Registered</b>
1995 Dividend Increase Unit Plan of Duke Realty Services Limited Partnership (File No. 333-39965)	1,200,000	1,123,231	0
Weeks Corporation Incentive Stock Plan (File No. 333-82061)	1,380,000	375,822	48,300
Weeks Corporation 1998 Incentive Stock Plan (File No. 333-82061)	1,932,000	652,655	180,850
1996 Directors' Stock Payment Plan of Duke Realty Investments, Inc. (File No. 333-35162)	21,084	0	0
1999 Salary Replacement Stock Option and Dividend Increase Unit Plan (File No. 333-35162)	1,578,916	1,564,989	8,621
2000 Performance Share Plan of Duke-Weeks Realty Corporation (File No. 333-59508)	1,000,000	998,948	0

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on this 27th day of July, 2005.

**DUKE REALTY CORPORATION**

By: /s/ Dennis D. Oklak  
 Dennis D. Oklak  
 Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Dennis D. Oklak Dennis D. Oklak	Chairman of the Board and Chief Executive Officer ( <b>Principal Executive Officer</b> )	July 27, 2005
/s/ Matthew A. Cohoat Matthew A. Cohoat	Executive Vice President and Chief Financial Officer ( <b>Principal Financial Officer</b> )	July 27, 2005
/s/ Barrington H. Branch Barrington H. Branch	Director	July 27, 2005
/s/ Geoffrey Button Geoffrey Button	Director	July 27, 2005
/s/ William Cavanaugh III William Cavanaugh III	Director	July 27, 2005
/s/ Ngaire E. Cuneo Ngaire E. Cuneo	Director	July 27, 2005
/s/ Charles R. Eitel Charles R. Eitel	Director	July 27, 2005
/s/ Dr. R. Glenn Hubbard Dr. R. Glenn Hubbard	Director	July 27, 2005



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/s/ Dr. Martin C. Jischke Dr. Martin C. Jischke	Director	July 27, 2005
/s/ L. Ben Lytle L. Ben Lytle	Director	July 27, 2005
/s/ William O. McCoy William O. McCoy	Director	July 27, 2005
/s/ John W. Nelley, Jr. John W. Nelley, Jr.	Director	July 27, 2005
/s/ Jack R. Shaw Jack R. Shaw	Director	July 27, 2005
/s/ Robert J. Woodward, Jr. Robert J. Woodward, Jr.	Director	July 27, 2005