

DUKE REALTY CORP
Form 8-K
February 27, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **February 22, 2008**

DUKE REALTY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Indiana
(State or other Jurisdiction
of Incorporation)

1-9044
(Commission
File Number)

35-1740409
(IRS Employer
Identification No.)

600 East 96th Street

Suite 100

Indianapolis, IN 46240

(Address of Principal Executive Offices, Zip Code)

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Registrant's telephone number, including area code: **(317) 808-6000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 22, 2008, Duke Realty Corporation (the Company) filed with the Secretary of State of the State of Indiana a designating amendment (the Designating Amendment) to the Company's Third Restated Articles of Incorporation (the Articles), establishing the amount, terms and rights of the Company's 8.375% Series O Cumulative Redeemable Preferred Shares, par value \$0.01 per share (the Series O Preferred Shares). Pursuant to General Instruction F to the Securities and Exchange Commission's (the Commission) Form 8-K, the Designating Amendment filed as Exhibit 3.1 to the Company's Registration Statement on Form 8-A, filed with the Commission on February 22, 2008, is incorporated into this Item 5.03 by this reference.

Item 8.01. Other Events.

On February 22, 2008, the Company completed the issuance of 1,100,000 shares of its Series O Preferred Shares to American Stock Transfer & Trust Company, as depositary, and the related issuance and sale to the public of 11,000,000 Depositary Shares, each representing 1/10th of a share of the Company's Series O Preferred Shares. The Depositary Shares were registered with the Commission pursuant to the Company's registration statement on Form S-3 (Registration Statement No. 333-136173) (as the same may be amended or supplemented, the Registration Statement), under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

The following exhibits are filed with this Report pursuant to Item 601 of the Commission's Regulation S-K in lieu of filing the otherwise required exhibits to the Registration Statement. This Current Report on Form 8-K (the Report) is incorporated by reference into the Registration Statement, and, as such, the Company is filing the following exhibits to cause them to be incorporated by reference into the Registration Statement as exhibits thereto. By filing this Report, and the exhibits hereto, however, the Company does not believe that any of the information set forth herein or in the exhibits hereto represent, either individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(ii) of the Commission's Regulation S-K) in the information set forth in, and incorporated by reference into, the Registration Statement.

Exhibit

| Number | Description |
|---------------|---|
| 3.1 | Designating Amendment to the Third Restated Articles of Incorporation of Duke Realty Corporation, establishing the amount, terms and rights of Duke Realty Corporation's 8.375% Series O Cumulative Redeemable Preferred Shares (filed as Exhibit 3.1 to the Company's Registration Statement on Form 8-A, as filed with the SEC on February 22, 2008, File No. 001-09044, and incorporated herein by this reference). |
| 4.1 | Deposit Agreement, dated as of February 22, 2008, by and among Duke Realty Corporation, American Stock Transfer & Trust Company, as depositary, and the holders from time to time of the Depositary Receipts (which includes as an exhibit thereto the form of Depositary Receipt) (filed as Exhibit 4.1 to the Company's Registration Statement on Form 8-A, as filed with the SEC on February 22, 2008, File No. 001-09044, and incorporated herein by this reference). |

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- 4.2 Form of certificate representing the Series O Preferred Shares (filed as Exhibit 4.2 to the Company's Registration Statement on Form 8-A, as filed with the SEC on February 22, 2008, File No. 001-09044, and incorporated herein by this reference)
- 5.1 Legality Opinion of Alston & Bird LLP.
- 8.1 Tax Opinion of Alston & Bird LLP.
- 23.1 Consent of Alston & Bird LLP (included in Exhibit 5.1).
- 23.2 Consent of Alston & Bird LLP (included in Exhibit 8.1).
- 99.1 Other Expenses of Issuance and Distribution (as required by Item 14 of Part II of Form S-3).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DUKE REALTY CORPORATION

February 26, 2008

By:

/s/ Howard L. Feinsand
Name: Howard L. Feinsand
Title: Executive Vice President, General
Counsel and Corporate Secretary