

DUKE REALTY CORP  
Form 8-K  
November 16, 2006

**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): **November 15, 2006**

## 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, Indiana**  
(Address of Principal Executive Offices)

**46240**  
(Zip Code)

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))

**Item 7.01. Regulation FD Disclosure.**

On November 16, 2006, members from management of Duke Realty Corporation (the Company ) will deliver a presentation (the Presentation Materials ) to certain analysts and investors in connection with the transactions described in Item 8.01 of this Current Report on Form 8-K. Pursuant to General Instruction F to Form 8-K, a copy of the Presentation Materials is attached hereto as Exhibit 99.1 and is incorporated into this Item 7.01 by this reference.

Cautionary Notice Regarding Forward-Looking Statements

Certain statements and information contained in the Presentation Materials constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words believe, estimate, expect, anticipate, intend, plan, seek and similar expressions or statements regarding future periods, as well as information and projections provided in respect of future periods, are intended to identify these forward-looking statements and forward-looking information. These forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the Company's actual results, performance or achievements, or industry results, to differ materially from any predictions of future results, performance or achievements that the Company expresses or implies in this report. These risks, uncertainties and other important factors may include general factors that affect the Company's industry and business, as well as factors specific to the particular properties and transactions discussed in the Presentation Materials. Although the Company presently believes that the plans, expectations and results expressed in or suggested by the forward-looking statements are reasonable, all forward-looking statements are inherently uncertain as they involve substantial risks and uncertainties beyond the Company's control, as well as subjective, and inherently uncertain, analysis by the Company's management. New factors emerge from time to time, and it is not possible for the Company to predict the nature or assess the potential impact of each new factor on the Company's business. Given these uncertainties, the Company cautions readers not to place undue reliance on these forward-looking statements. The Company undertakes no obligation to update or revise any forward-looking statement or information for events or circumstances that arise after the statement is made.

The information contained in this Item 7.01, including the information set forth in the Presentation Materials attached hereto and incorporated by reference herein, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Securities Exchange Act of 1934, as amended, except as otherwise expressly stated in any such filing.

**Item 8.01. Other Events.**

On November 16, 2006, the Company announced that Duke Realty Limited Partnership (the Operating Partnership), of which the Company is the sole General Partner, intends to offer, subject to market and other conditions, \$500 million aggregate principal amount of exchangeable senior notes due 2011 through an offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended. The notes will be senior unsecured obligations of the Operating Partnership and will be exchangeable into cash or a combination of cash and shares of the Company's common stock. Pursuant to General Instruction F to Form 8-K, a copy of the Press Release pursuant to which such announcement was made is attached hereto as Exhibit 99.2 and is incorporated into this Item 8.01 by this reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                      |
|---------------------------|---|
| 99.1                      | Presentation Materials.*                |
| 99.2                      | Press Release, dated November 15, 2006. |

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\* The Presentation Materials to this Report as Exhibit 99.1 are furnished and not filed, as described above in Item 7.01 of this Current Report on Form 8-K.

**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 thereunto duly authorized.

**DUKE REALTY CORPORATION**

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

Dated: November 16, 2006