

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Denien Mark A</u> (Last) (First) (Middle) <u>8711 RIVER CROSSING BOULEVARD</u> (Street) <u>INDIANAPOLIS IN 46240</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DUKE REALTY CORP [DRE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>EVP & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2021</u>	
		6. 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/03/2021		C		46,000	A	(1)	46,000	D	
Common Stock	05/03/2021		S(2)		46,000	D	\$46.43	0(2)	D	
Common Stock								9,573(3)	I	By 401(k) Plan

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 of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
LTIP Units(4)	(4)							(5)	(5)	Common Stock	4,981	4,981	D	
LTIP Units(4)	(4)							(6)	(6)	Common Stock	8,939	8,939	D	
LTIP Units(4)	(4)							(7)	(7)	Common Stock	12,282	12,282	D	
LTIP Units(4)	(4)							(8)	(8)	Common Stock	32,038	32,038	D	
Units(9)	(9)	05/03/2021		C(1)		46,000		(9)	(9)	Common Stock	\$0(9)	170,508	D	

Explanation of Responses:

- The Reporting Person redeemed 46,000 Common Units of Duke Realty Limited Partnership (DRLP), of which the Issuer is the general partner. Common Units are described in footnote 9.
- In addition to security ownership disclosed above in Table I, Reporting Person's beneficial ownership of company securities includes derivative LTIP partnership unit securities disclosed in Table II.
- Between February 12, 2021 and May 5, 2021, the Reporting Person acquired 8 shares of DRE's common stock under the Company's 401(k) Plan.
- Represents units of limited partnership interest (LTIP Unit) in Duke Realty Limited Partnership (DRLP), of which the Issuer is the general partner, issued as long term incentive compensation pursuant to the Issuer's equity based incentive programs. When both earned and vested, each LTIP Unit will automatically convert into a Common Unit of limited partnership interest in DRLP. Each Common Unit acquired upon the conversion of an LTIP Unit is redeemable by the holder for shares of common stock of the Issuer on a one-for-one basis. LTIP Units converted to Common Units are generally not redeemable until two years from the date of the grant.
- LTIP Units vest in three equal installments beginning on February 10, 2020 and have no expiration date.
- LTIP Units vest in three equal installments beginning on February 10, 2021 and have no expiration date.
- LTIP Units vest in three equal installments beginning on February 10, 2022 and have no expiration date.
- LTIP Units awarded in lieu of performance share plan units, upon meeting the performance-based conditions and pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934. LTIP Units are awarded according to the terms described in footnote 4 and have no expiration date.
- Represents LTIP Units that have converted to Common Units of DRLP. Each Common Unit is redeemable by the holder for shares of common stock of the Issuer on a one-for-one basis. LTIP Units converted to Common Units are generally not redeemable until two years from the date of grant and have no expiration date.

Remarks:

Neal A. Lewis for Mark A. Denien per POA prev. filed. 05/05/2021

** Signature of Reporting Person Date

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).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

