

DUKE REALTY CORP  
Form 8-K  
February 07, 2006

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

Washington, DC 20549

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**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 2, 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**

## Edgar Filing: DUKE REALTY CORP - Form 8-K

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 1.01.** Entry Into a Material Definitive Agreement.

*Amendments to Duke Realty Corporation 2005 Non-Employee Directors Compensation Plan*

The Executive Compensation Committee of the Board of Directors of Duke Realty Corporation approved an amendment to the Duke Realty Corporation 2005 Non-Employee Directors Compensation Plan (the Plan ) to impose two-year and one-year vesting periods, respectively, for initial and annual awards of restricted stock units to directors made under Article 6 of the Plan on and after February 10, 2006.

A copy of the amendment to the Plan is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

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

**(c) Exhibits**

99.1 Amendment Two to the Duke Realty Corporation 2005 Non-Employee Directors Compensation Plan

**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**

February 7, 2006

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