

DUKE REALTY CORP  
Form 8-K  
July 30, 2009

**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): July 27, 2009**

**DUKE REALTY CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Indiana**  
(State or other Jurisdiction  
of Incorporation)

**1-9044**  
(Commission File Number)  
  
**600 East 96th Street**

**35-1740409**  
(IRS Employer  
Identification No.)

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Suite 100

Indianapolis, IN 46240

(Address of Principal Executive Offices, 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 5.03. Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.**

On July 27, 2009, following approval by the shareholders of Duke Realty Corporation (the Company) at a Special Meeting of the shareholders held on July 22, 2009 in accordance with the Indiana Business Corporation Law, the Company filed its Fourth Amended and Restated Articles of Incorporation with the Indiana Secretary of State for the purpose of increasing the number of shares of common stock authorized thereunder from 250 million shares to 400 million shares.

On July 29, 2009, the Company's board of directors approved an amendment to Section 5.08 of the Company's Third Amended and Restated By-Laws to elect that the terms of office of the Company's board of directors shall not be governed by Indiana Code Section 23-1-33-6(c), a newly-enacted provision of the Indiana Business Corporation Law that would, absent this election by the Company's board of directors, require the Company to maintain a classified board of directors. This amendment to the By-Laws will not affect the current structure of the Company's board of directors.

Pursuant to General Instruction F to the Securities and Exchange Commission's Current Report on Form 8-K, the Fourth Amended and Restated Articles of Incorporation and the Fourth Amended and Restated By-Laws are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively, and are incorporated into this Item 5.03 by this reference.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	Fourth Amended and Restated Articles of Incorporation of Duke Realty Corporation, effective July 27, 2009.
3.2	Fourth Amended and Restated By-Laws of Duke Realty Corporation, effective July 29, 2009.

**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**

July 29, 2009

By: /s/ Howard L. Feinsand  
Name: Howard L. Feinsand  
Title: Executive Vice President, General

Counsel and Corporate Secretary