

DUKE REALTY CORP
Form 8-K
June 21, 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): June 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, 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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o 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.

On June 15, 2006, Duke Realty Corporation, an Indiana corporation (Duke), and Duke Realty Limited Partnership, an Indiana limited partnership (the Partnership) of which Duke is the sole general partner, entered into a Terms Agreement (including the related Underwriting Agreement, dated as of January 5, 2006, attached as Annex A thereto and made a part thereof, the Terms Agreement) with the several underwriters named therein (the Underwriters), pursuant to which the Underwriters agreed to purchase from Duke an aggregate of 4,000,000 depository shares, each representing 1/10 of a 7.25% Series N Cumulative Redeemable Preferred Share (par value \$0.01 per share) (collectively, the Series N Preferred Shares). The Series N Preferred Shares were registered with the Securities and Exchange Commission (the Commission) pursuant to Duke s and the Partnership s registration statement on Form S-3 (Registration Statement No. 333-120492) (as may be amended, the Registration Statement), under the Securities Act of 1933, as amended.

Pursuant to General Instruction F to the Commission s Form 8-K, a copy of the Terms Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K (this Report), and the information in the Terms Agreement is incorporated into this Item 1.01 by this reference.

Item 8.01. Other Events.

In connection with the offering of the Series N Preferred Shares, Duke included the following updated information in the Prospectus Supplement, dated June 15, 2006, pursuant to which the Series N Preferred Shares were offered:

**RATIO OF EARNINGS TO COMBINED FIXED CHARGES
AND PREFERRED STOCK DIVIDENDS**

The following table shows Duke s ratios of earnings to combined fixed charges and preferred stock dividends for the periods shown:

| | |
|-----------------------------------|------|
| Three Months Ended March 31, 2006 | 1.17 |
| Year Ended December 31, 2005 | 1.54 |
| Year Ended December 31, 2004 | 1.78 |
| Year Ended December 31, 2003 | 1.83 |
| Year Ended December 31, 2002 | 1.83 |
| Year Ended December 31, 2001 | 2.10 |

For purposes of computing these ratios, earnings have been calculated by adding fixed charges, excluding capitalized interest, to income (loss) from continuing operations before gains or losses on property sales. Fixed charges consist of interest costs, whether expensed or capitalized, the interest component of rental expense and amortization of debt issuance costs.

Item 9.01. Financial Statements and Exhibits.

The Terms Agreement listed below and filed as Exhibit 1.1 to this Report also is being filed pursuant to Item 601 of the Commission s Regulation S-K in lieu of filing the otherwise required exhibits to the Registration Statement. This Form 8-K is incorporated by reference into the Registration Statement, and, as such, Duke is filing the Terms Agreement to cause it to be incorporated by reference into the Registration Statement as an exhibit thereto. By filing this Report, and the exhibit hereto, however, neither Duke nor the Partnership believes that any of the information set forth herein or in the exhibit 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

1.1 Terms Agreement, dated as of June 15, 2006 (including the related Underwriting Agreement, dated as of January 5, 2006, attached as Annex A thereto and made a part thereof, which Underwriting Agreement is incorporated by reference herein from Exhibit 1.1 to the Current Report on Form 8-K filed by Duke Realty Limited Partnership with the Securities and Exchange Commission on January 31, 2006), by and among Duke Realty Corporation, Duke Realty Limited Partnership, and the several underwriters named in the Terms Agreement.

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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

June 20, 2006

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

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