

DUKE REALTY CORP  
Form 8-K  
February 26, 2013

**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): February 25, 2013**

**DUKE REALTY CORPORATION**  
**DUKE REALTY LIMITED PARTNERSHIP**

(Exact name of registrant specified in its charter)

**Duke Realty Corporation:**

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**Indiana**  
(State of Formation)

**1-9044**  
(Commission

**35-1740409**  
(IRS Employer

File Number)

Identification No.)

**Duke Realty Limited Partnership:**

**Indiana**  
(State of Formation)

**0-20625**  
(Commission

**35-1898425**  
(IRS Employer

File Number)

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:

- 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 1.01 Entry into a Material Definitive Agreement.**

Please see the information in Item 5.03 below, which is incorporated herein by this reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 25, 2013, Duke Realty Corporation, an Indiana corporation (the Company ), filed with the Secretary of State of the State of Indiana the Third Articles of Amendment (the Charter Amendment ) to the Company's Fourth Amended and Restated Articles of Incorporation, as amended (the Articles ). The effective date of the Charter Amendment was February 25, 2013, and the purpose of the Charter Amendment was to remove from the Articles the exhibit designating and setting forth the rights of the Company's previously issued 8.375% Series O Cumulative Redeemable Preferred Shares, which series has been redeemed in full and no shares of which series remain outstanding. In accordance with Indiana law and the Company's organizational documents, the shares of each such redeemed series of preferred shares shall again become authorized but unissued preferred shares, available for issuance by the Company.

Also on February 25, 2013, Duke Realty Limited Partnership, an Indiana limited partnership (the Operating Partnership ) of which the Company is the sole general partner, executed a corresponding Third Amendment (the Limited Partnership Agreement Amendment ) to the Fourth Amended and Restated Agreement of Limited Partnership, as amended (the Limited Partnership Agreement ). The effective date of the Limited Partnership Agreement Amendment was February 25, 2013, and the purpose of the Limited Partnership Agreement Amendment was to remove from the Limited Partnership Agreement the exhibit designating and setting forth the rights of the Operating Partnership's previously issued 8.375% Series O Cumulative Redeemable Preferred Units, which series has since been redeemed in full and no units of which series remain outstanding. In accordance with Indiana law and the Operating Partnership's organizational documents, all such redeemed series of preferred units shall again become authorized but unissued preferred units, available for issuance by the Operating Partnership.

Pursuant to General Instruction F to the Securities and Exchange Commission's Current Report on Form 8-K, the Charter Amendment and the Limited Partnership Agreement Amendment 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 Number</b>	<b>Description</b>
3.1	Third Articles of Amendment to the Fourth Amended and Restated Articles of Incorporation of Duke Realty Corporation, as amended, deleting Exhibit F and de-designating the related Series O Preferred Shares, effective February 25, 2013.
3.2	Third Amendment to Fourth Amended and Restated Agreement of Limited Partnership of Duke Realty Limited Partnership, as amended, effective February 25, 2013.

**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/ ANN C. DEE  
Ann C. Dee  
Senior Vice President, General Counsel and  
Corporate Secretary

**DUKE REALTY LIMITED PARTNERSHIP**

By: Duke Realty Corporation, its general partner

By: /s/ ANN C. DEE  
Ann C. Dee  
Senior Vice President, General Counsel and  
Corporate Secretary

Dated: February 26, 2013

**EXHIBIT INDEX**

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