

GREEN STEPHEN L
Form 4
December 26, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREEN STEPHEN L

(Last) (First) (Middle)

C/O SL GREEN REALTY
CORP., 420 LEXINGTON
AVENUE

(Street)

NEW YORK, NY 10170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SL GREEN REALTY CORP [SLG]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/21/2012		C	225,000	A	①	225,000	I	By SL Green Properties Inc.
Common Stock	12/21/2012		C	46,000	A	④	46,000	I	By SLG Holding V LP
Common Stock	12/21/2012		S	225,000	D	\$ 76.77	0	I	By SL Green Properties Inc.
						⑨			

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Common Stock	12/21/2012		S	46,000	D	\$ 76.59 <u>(10)</u>	0	I	By SLG Holding V LP
Common Stock							28,453	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Units of SL Green Operating Partnership, L.P.	<u>(1)</u>	12/21/2012		C	225,000	08/20/1999	<u>(2)</u>	Common Stock	225,000
Class A Units of SL Green Operating Partnership, L.P.	<u>(4)</u>	12/21/2012		C	46,000 <u>(5)</u>	08/20/1999	<u>(2)</u>	Common Stock	46,000
Class A Units of SL Green Operating Partnership, L.P.	<u>(3)</u>					08/20/1999	<u>(2)</u>	Common Stock	476
Class A Units of SL Green Operating Partnership, L.P.	<u>(3)</u>					08/20/1999	<u>(2)</u>	Common Stock	19,040

Class A Units of SL Green Operating Partnership, L.P.	(3)	08/20/1999	(2)	Common Stock	70,000
Class A Units of SL Green Operating Partnership, L.P.	(3)	08/20/1999	(2)	Common Stock	21,423
Class A Units of SL Green Operating Partnership, L.P.	(3)	08/20/1999	(2)	Common Stock	31,011
Class A Units of SL Green Operating Partnership, L.P.	(3)	08/20/1999	(2)	Common Stock	0
Class A Units of SL Green Operating Partnership, L.P.	(3)	08/20/1999	(2)	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN STEPHEN L C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170	X		Chairman	

Signatures

/s/ Andrew S. Levine,
attorney-in-fact

12/26/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) SL Green Properties Inc. redeemed 225,000 Class A Units of SL Green Operating Partnership, L.P. for an equal number of shares of Common Stock of SL Green Realty Corp.
- (2) None.
- (3) Upon redemption, SL Green Realty Corp. may, at its option, issue one share of Common Stock of SL Green Realty Corp. for each Class A Unit of SL Green Operating Partnership, L.P. or the cash equivalent value thereof to the reporting person.
- (4) SLG Holding V LP redeemed 46,000 Class A Units of SL Green Operating Partnership, L.P. for an equal number of shares of Common Stock of SL Green Realty Corp.
- (5) 46,000 Class A Units of SL Green Operating Partnership, L.P. that were previously reported as directly held by the reporting person were transferred to SLG Holding V LP by the reporting person.
- (6) 21,428 Class A Units of SL Green Operating Partnership, L.P. represents the reporting person's proportionate interest of the Class A Units of SL Green Operating Partnership, L.P. held by Northwest Partners. The reporting person previously disclosed all Class A Units of SL Green Operating Partnership, L.P. held by Northwest Partners.
- (7) As reported on a prior Form 4, all 3,810 units Class A Units of SL Green Operating Partnership, L.P. owned by 673 First Realty Corp were redeemed for an equal number of shares of Common Stock of SL Green Realty Corp. 673 First Realty Corp. currently holds no Class A Units of SL Green Operating Partnership, L.P.
- (8) As reported on a prior Form 4, all 249,552 units Class A Units of SL Green Operating Partnership, L.P. owned by Sixth Avenue Associates were redeemed for an equal number of shares of Common Stock of SL Green Realty Corp. Sixth Avenue Associates currently holds no Class A Units of SL Green Operating Partnership, L.P.
- (9) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$76.31 to \$77.24 per share, inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (10) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$76.47 to \$76.65 per share, inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.