WIGHT RUSSELL B JR

Form 4

March 16, 2009

FORM 4

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

OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

OMB APPROVAL

subject to Section 16. Expires: 2005 Estimated average

SECURITIES

burden hours per 0.5 response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WIGHT RUSSELL B JR			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			VORNADO REALTY TRUST [VNO]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	X Director 10% Owner Officer (give title Other (specify			
888 SEVENTH AVENUE			(Month/Day/Year) 03/12/2009	below) below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK, NY 10019				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ies Acc	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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)
Common Shares	03/12/2009		A(1)	1,347	A	\$ 0	1,082,232 (2)	D	
Common Shares	03/12/2009		A(1)	16	A	\$ 0	1,016	I	Held by children (6)
Common Shares	03/12/2009		A(1)	250	A	\$0	15,250	I	Held by spouse (7)
Common Shares	03/12/2009		A <u>(1)</u>	313	A	\$0	19,113	I	Held by foundation (8)
Common Shares	03/12/2009		A <u>(1)</u>	124,139	A	\$0	5,567,139	I	Held by Partnership

(9)

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transaction Code	5. orNumber of	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and A	ecurities	8. Price of Derivative Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	,				(Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Units	<u>(4)</u>	03/12/2009		A(3)	10	(5)	(5)	Common Shares	10	<u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WIGHT RUSSELL B JR 888 SEVENTH AVENUE NEW YORK, NY 10019	X						

Signatures

/s/ Steven Santora, Attorney in Fact 03/16/2009

**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) These Common Shares were acquired in connection with the regular quarterly dividend paid by Vornado Realty Trust on March 12, 2009 in the form of cash and Common Shares of Vornado Realty Trust to all holders of Vornado Realty Trust Common Shares.

(2)

Reporting Owners 2

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1,850 of these Common Shares were issued as restricted stock and remain unvested under the terms of the Vornado Realty Trust Omnibus Share Plan, with each original grant vesting in equal portions over a five year period. These 1,850 Common Shares vest in January of 2010.

- (3) The Class A Units ("Class A Units") of Vornado Realty L.P. were acquired in connection with the regular quarterly distribution paid pro rata on March 12, 2009 by Vornado Realty L.P. to holders of Limited Partnership Units in the form of cash and Class A Units.
- Class A Units may be redeemed at the election of the holder, in whole or in part for cash equal to the fair market value, at the time of (4) redemption, of one Common Share for each Class A Unit redeemed or, at the option of Vornado Realty Trust, one such Common Share for each Class A Unit tendered for redemption.
- (5) All Class A Units distributed on March 12, 2009 are immediately redeemable (subject to certain limitations set forth in the Vornado Realty L.P.'s limited partnership agreement). Class A Units have no expiration date.
- (6) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for the purpose of Section 16 or any other purpose.
- (7) These Common Shares are held by Mr. Wight's spouse. The filing of this Form 4 shall not be deemed an admission that Mr. Wight is the beneficial owner of the Common Shares.
- (8) These shares of Common Stock are held by the Wight Foundation, a charitable organization, over which Mr. Wight holds sole voting and investment power. Mr. Wight disclaims any pecuniary interest in these Common Shares.
 - These Common Shares are held by Interstate Properties, a New Jersey general partnership of which Mr. Wight is a general partner. The filing of this Form 4 shall not be deemed an admission that Mr. Wight is the beneficial owner of these 5,567,139 Common Shares, except
- (9) to the extent of his pecuniary interest. The decline of 2,000,000 Common Shares held by Interstate Properties since Mr. Wight's immediately preceding Form 4 filling is attributable to a distribution by the partnership of 2,000,000 Common Shares with respect to which 1,000,000 Common Shares were distributed to Mr. Wight, which amount did not exceed Mr. Wight's pecuniary interest in Common Shares held by Interstate Properties.

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.