FASCITELLI MICHAEL D

Form 4 March 15, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

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10% Owner

Other (specify

0.5

Check this box if no longer subject to Section 16.

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

FASCITELLI MICHAEL D

2. Issuer Name and Ticker or Trading Symbol

VORNADO REALTY TRUST

[VNO]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

03/11/2010

(Street)

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

6. Individual or Joint/Group Filing(Check

President & CEO

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

_X__ Director

X_ Officer (give title

Issuer

below)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City)

(Instr. 3)

888 SEVENTH AVENUE

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Dispose	ed (A) or ed of (D) 5, 4, and				
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Units (1)	(1)	03/11/2010		A	75,77	75	(2)	(2)	Common Shares	75,775
Options (Right to Buy)	\$ 72.595	03/11/2010		A	207,0	00	<u>(3)</u>	03/10/2020	Common Shares	207,00

Reporting Owners

Reporting Owner Name / Address	Relationships							
FS - w w	Director	10% Owner	Officer	Other				
FASCITELLI MICHAEL D								
888 SEVENTH AVENUE	X		President & CEO					
NEW YORK, NY 10019								

Signatures

/s/ Steven Santora, Attorney in Fact 03/12/2010

**Signature of Reporting Person

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).
 - On March 11, 2010, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of Vornado Realty Trust (the "Company"). The Restricted Units are a class of units of
- (1) the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units of the Operating Partnership. Class A Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, Common Shares of the Company on a one for one basis or the cash value of such shares.
- (2) The Restricted Units vest in equal portions over a four-year period with the initial vesting occurring on March 11, 2011.
- (3) These options vest ratably over a four-year period with the first vesting occurring on March 11, 2011.

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.

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