#### FASCITELLI MICHAEL D

Form 4 March 02, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* FASCITELLI MICHAEL D

2. Issuer Name and Ticker or Trading

Issuer

Symbol

VORNADO REALTY TRUST

(Check all applicable)

5. Relationship of Reporting Person(s) to

[VNO]

(Last) (First)

888 SEVENTH AVENUE

3. Date of Earliest Transaction

X\_ Officer (give title below)

\_X\_\_ Director

10% Owner Other (specify

(Month/Day/Year)

02/28/2011

President & CEO

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(T)

Person

NEW YORK, NY 10019

(City) (State) (Zip)

(Street)

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

Owned

Following

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

3. Code

(Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D)

5. Amount of Securities Beneficially

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

Ownership (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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 Security

Conversion or Exercise

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

Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code Acquired (A) or

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

7. Title and Amo Underlying Secur (Instr. 3 and 4)

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	(Instr. 3)	Price of Derivative Security		(Month/Day/Year)			sposed of (D) sstr. 3, 4, and 5)				
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
	Restricted Units (1)	(1)	02/28/2011		A	43,624		(2)	(2)	Common Shares	43
	Options (Right to Buy)	\$ 91.695	02/28/2011		A	136,237		(3)	02/27/2021	Common Shares	13
	Restricted Units	<u>(4)</u>	03/01/2011		M		29,829	(5)	<u>(5)</u>	Common Shares	29
	Class A Units	<u>(6)</u>	03/01/2011		M	29,829		<u>(7)</u>	<u>(7)</u>	Common Shares	29

# **Reporting Owners**

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

## **Signatures**

/s/ Steven Santora, Attorney in Fact 03/02/2011

\*\*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).
  - incinional missactioners of offissions of facts constitute receital eliminal violations, see 19 C.S.C. 1991 and 15 C.S.C. 7611(a).
- "Operating Partnership"), the operating partnership of the Company. The Restricted Units are a class of units of the Operating Partnership (1) 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"). 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.

On February 28, 2011, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the

- (2) The Restricted Units vest in equal portions over a four-year period with the initial vesting occurring on February 27, 2012.
- (3) These options vest ratably over a four-year period with the first vesting occurring on February 27, 2012.
- (4) On February 27, 2009, the reporting person received a grant of Restricted Units of the Operating Partnership.
- (5) These Restricted Units vest in equal portions over a five-year period. The initial vesting occurred on March 1, 2010.
- (6) Class A Units 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.
- (7) These Class A Units are immediately redeemable (subject to certain limitations set forth in the Operating Partnership limited partnership agreement). Class A Units do not have expiration dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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