

SCHEAR MITCHELL N
Form 4
August 08, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SCHEAR MITCHELL N

2. Issuer Name and Ticker or Trading Symbol
VORNADO REALTY TRUST
[VNO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2345 CRYSTAL DRIVE, SUITE 1000

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - VNO/Smith Division

ARLINGTON, VA 22202

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common Shares | 06/21/2011 | | J | | | 15,088 (1) | D (1) | 26,730 (2) | D |
| Common Shares | 06/30/2011 | | J | | | 2,392 (1) | D (1) | 24,338 (2) | D |
| Common Shares | 08/01/2011 | | J | | | 3,428 (1) | D (1) | 20,910 (2) | D |
| Common Shares | 08/04/2011 | | M | | | 8,396 | A | \$ 35.7286 29,306 (2) | D |
| Common Shares | 08/04/2011 | | M | | | 5,689 | A | \$ 70.2986 34,995 (2) | D |

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| | | | | | | | | |
|---------------|------------|---|---------------------|---|------------|-------------------|---|---------------------------|
| Common Shares | 08/08/2011 | J | 7,042 <u>(1)</u> | D | <u>(1)</u> | 27,953 <u>(2)</u> | D | |
| Common Shares | | | | | | 27,950 | I | Held by Spouse <u>(3)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (Right to Buy) | \$ 35.7286 | 08/04/2011 | | M | 8,396 | 04/09/2004 04/09/2013 | Common Shares | 8,396 |
| Options (Right to Buy) | \$ 70.2986 | 08/04/2011 | | M | 5,689 | 02/08/2006 02/08/2015 | Common Shares | 5,689 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| SCHEAR MITCHELL N 2345 CRYSTAL DRIVE SUITE 1000 ARLINGTON, VA 22202 | Director 10% Owner Officer Other President - VNO/Smith Division |

Signatures

/s/ Mitchell
Schear 08/08/2011

**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) Reflects common shares of beneficial interest, par value \$.04 per share (the "Common Shares"), of Vornado Realty Trust distributed to Mr. Schear's spouse in accordance with a Marital Settlement Agreement.
- (2) Of these Common Shares, 1,746 are subject to restrictions on transfer imposed by Vornado Realty Trust of which 873 expire on March 31, 2012 and 873 expire on March 31, 2013.
- (3) These Common Shares are held by Mr. Schear's spouse. The filing of the Form 4 shall not be deemed an admission that Mr. Schear is the beneficial owner of the Common Shares.

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.