FASCITELLI MICHAEL D

Form 4

January 06, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0

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SECURITIES

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

obligations may continue.

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FASCITELLI MICHAEL D			2. Issuer Name a Symbol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			VORNADO RI [VNO]	EALTY TRUST	(Chec	ck all applica	ble)	
(Last)	(First)	(Middle)	3. Date of Earliest (Month/Day/Year)		X Director X Officer (given	e title C	0% Owner Other (specify	
888 SEVENTH AVENUE			01/04/2006		below) below) President			
	(Street)		4. If Amendment,	Date Original	6. Individual or J	oint/Group F	iling(Check	
			Filed(Month/Day/Y	ear)	Applicable Line) _X_ Form filed by			
NEW YOR	K, NY 10019				Form filed by I Person	More than One	Reporting	
(City)	(State)	(Zip)	Table I - Non	-Derivative Securities Acq	quired, Disposed o	of, or Benefic	ially Owned	
1.Title of	2. Transaction I	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of	6.	7. Nature	

(City)	(State) ((Zip) Tabl	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Shares	01/04/2006		P		13	A	\$ 86.15	57,763 (1)	D	
Common Shares	01/04/2006		G	V	13	D	\$ 0	57,750 (1)	D	
Common Shares								1,546,106	I	Held in Trust (2)
Common Shares								13	I	Held by Son (3)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

/s/ Michael D. Fascitelli 01/05/2006

**Signature of Reporting 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).

57,750 of these Common Shares were issued as "restricted stock" under the terms of the Vornado Realty Trust 2002 Omnibus Share Plan (the "Plan"). Of these 57,750 Common Shares, (i) 30,000 Common Shares of restricted stock were granted to Mr. Fascitelli on January 28, 2003, with the shares vesting in equal portions over a five-year period with the remaining three portions vesting in January of 2006,

- (1) 2007 and 2008, (ii) 18,500 Common Shares of restricted stock were granted to Mr. Fascitelli on February 6, 2004, with the shares vesting in equal portions over a five-year period with the remaining four portions vesting in January of 2006, 2007, 2008 and 2009 and (iii) 9,250 Common Shares of restricted stock were granted to Mr. Fascitelli on February 8, 2005, with the shares vesting in equal portions over a five-year period with the first portion vesting on January 20, 2006.
- (2) These Common Shares are held in trust for the benefit of Mr. Fascitelli.

(3)

Reporting Owners 2

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Mr. Fascitelli 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.

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.