Edgar Filing: VORNADO REALTY TRUST - Form 4

VORNADO Form 4 January 24, 2	REALTY TRU 2008	ST										
FORM	1 4								OMB APPROVAL			
		SECURITIES AND EXCHANGE COM Washington, D.C. 20549				COMMISSION	OMB Number:	3235-0287				
Check thi									Expires:	January 31,		
Section 16.			F CHANGES IN BENEFICIAL OWN					NERSHIP OF	Estimated a	2005 Verage		
			SECURITIES						burden hours per response 0			
Form 4 or Form 5	Form 4 or				a .	· -		A (01004	response			
obligation								e Act of 1934,				
may cont	inue. Section 17			vestment	•	· ·	•	1935 or Sectior	1			
<i>See</i> Instru 1(b).	iction	50(II)	or the m	vestillent	Compan	ly At	1 01 194	ł				
(Print or Type F	Responses)											
1. Name and Address of Reporting Person _2. IssuerSMITH ROBERT HSymbol				suer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
			VORNADO REALTY TRUST [VNO]					(Check all applicable)				
(Last)				of Earliest Transaction			X Director 10% Owner X Officer (give title Other (specify					
				Month/Day/Year) 1/22/2008				below) below) Chairman - Smith Division				
(Street) 4. If Ame			4. If Ame	f Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
				(Month/Day/Year)				Applicable Line)				
ARLINGTO	DN, VA 22202							_X_ Form filed by O Form filed by M				
		(7:)						Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution I any (Month/Day/			n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership				
				Code V		(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Common Shares	01/22/2008			F	1,330 (1)	D	\$ 83.31	9,178 <u>(2)</u>	D			

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.

 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. Transact Code (Instr. 8)	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code N	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addro	ess	Relationships							
	Director	10% Owner	Officer	Other					
SMITH ROBERT H 2345 CRYSTAL DRIVE SUITE 1000 ARLINGTON, VA 22202	Х		Chairman - Smith Division						
Signatures									
/s/ Robert H. Smith	01/24/2008								

**Signature of

Date

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).
- Represents the number of Common Shares withheld to pay withholding taxes in connection with Common Shares that vested on January (1) 22, 2008.

19,750 of these Common Shares were originally issued as restricted stock; under the terms of the Issuer's 2002 Omnibus Share Plan. Of these 19,750 Common Shares, (i) 10,000 Common Shares are fully vested, (ii) 6,500 Common Shares of restricted stock were granted on

(2) 2/6/04, with the shares vesting in equal portions over a five-year period with the remaining portion vesting in 2009 and (iii) 3,250 Common Shares of restricted stock were granted on 2/8/05, with the shares vesting in equal portions over five-year period with the remaining two portions vesting ratably in , 2009 and 2010.

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.