VORNADO REALTY TRUST

Form 5

February 14, 2014

February 1	4, 2014										
FORI	M 5							OMB A	APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB Number:	3235-0362			
no longe	his box if er subject	W	Washington, D.C. 20549 FATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						January 31, 2005		
5 obliga may cor	or Form \mathbf{AN} Intions								average urs per 1.0		
See Inst 1(b). Form 3 Reporte Form 4 Transac Reporte	Filed pu Holdings Section 17 d tions	rsuant to Section (a) of the Public 30(h) of the	Utility Hold	ing Com	pany	Act of 19		n			
	Address of Reporting						Relationship of Reporting Person(s) to suer				
			VORNADO REALTY TRUST [VNO]					(Check all applicable)			
(Last)	(First)	(Month	(Month/Day/Year)				X Director Officer (give ow)	e title 10% Owner Other (specify below)			
888 SEVE	ENTH AVENUE	12/31	2013								
	(Street)		4. If Amendment, Date Original 6. In Filed(Month/Day/Year)				Individual or Joint/Group Reporting				
		T Heu(iv	ionui/Day/Tear)				(check	c applicable line	e)		
NEW YO	RK, NY 10019)				_	_ Form Filed by (_ Form Filed by M son				
(City)	(State)	(Zip) Ta	ble I - Non-D	erivative S	Securi	ties Acquire	ed, Disposed of	, or Beneficia	ally 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) 5. Amount or Disposed of (D) of Securities (Instr. 3, 4 and 5) Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and or		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common Shares	Â	Â	Â	Amount Â	(D) Â	Price Â	400,658 (1)	D	Â		
Common Shares	09/18/2003	Â	S	5,000	D	\$ 86.5933	15,907	I	Held by foundation (2)		
Common	Â	Â	Â	Â	Â	Â	1,034	I	Held by		

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Shares

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15,541

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children (3)

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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 2270 (9-02)

E:

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)		ate	7. Tit Amou Unde Secur (Instr	unt of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WIGHT RUSSELL B JR 888 SEVENTH AVENUE NEW YORK, NY 10019	ÂX	Â	Â	Â			

Signatures

/s/ Steven Santora, Attorney in Fact 02/14/2014

**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) Common shares of beneficial interest, par value \$.04 per share (the "Common Shares"), of Vornado Realty Trust ("the Company").
- (2) These shares of Common Stock are held by the Wight Foundation, a charitable organization, over which Mr. Wight holds sole voting and investment power. Mr. Wight disclaims any pecuniary interest in these Common Shares.

(3)

Reporting Owners 2

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The Reporting Person 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.

- (4) These Common Shares are held by Mr. Wight's spouse. The filing of this Form 5 shall not be deemed an admission that Mr. Wight is the beneficial owner of the Common Shares.
- These Common Shares are held by Interstate Properties, a New Jersey general partnership of which Mr. Wight is a general partner. The filing of this Form 5 shall not be deemed an admission that Mr. Wight is the beneficial owner of these 5,603,548 Common Shares, except to the extent of his pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.