#### **VORNADO REALTY TRUST**

Form 4

October 14, 2014

### FORM 4

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

OMB Number: 3235-0287

Expires:

**OMB APPROVAL** 

imigton, D.C. 20349

January 31, 2005

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FASCITELLI MICHAEL D			2. Issuer Name and Ticker or Trading Symbol VORNADO REALTY TRUST [VNO]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last) 888 SEVENT	(First) H AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/10/2014	_X_ Director 10% Owner Officer (give title below) Other (specify below)
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person
NEW YORK, NY 10019				Form filed by More than One Reporting Person

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	Secur	ities Acquired	l, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			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 Indirect Beneficial Ownership (Instr. 4)	
Common Shares	10/10/2014		Code V S	Amount 282,199	(D)	Price \$ 101.328 (1)	1,685,591 (2)	D	
Common Shares	10/10/2014		S	17,801	D	\$ 102.3917 (3)	1,667,790 (2)	D	
Common Shares	10/10/2014		S	94,067	D	\$ 101.3279 <u>(1)</u>	73,470 (2)	I	Held by an LP (4)
Common Shares	10/10/2014		S	5,933	D	\$ 102.3917 (3)	67,537 (2)	I	Held by an LP (4)

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Common Shares	105,191	I	Held by an LLC
Common Shares	3,150	I	Held by children

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.		5. biNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

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

# **Signatures**

/s/ Steven Santora, Attorney in Fact 10/14/2014

\*\*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).

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- Represents weighted average sale price. These Common Shares were sold through the execution of a single market order at prices ranging (1) between \$101.25 and \$102.25. Full information regarding the number of shares sold at each separate price will be provided upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- (2) Common shares of beneficial interest, par value \$.04 per share (the "Common Shares"), of Vornado Realty Trust ("the Company").
- Represents weighted average sale price. These Common Shares were sold through the execution of a single market order at prices ranging (3) between \$102.26 and \$102.59. Full information regarding the number of shares sold at each separate price will be provided upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
  - The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the
- (4) Reporting Person is the beneficial owner of these securities for the purpose of Section 16 or any other purpose, except to the extent of the Reporting Person's pecuniary interest.

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.