

ROTH STEVEN
Form 4
June 20, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTH STEVEN

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)
888 SEVENTH AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

NEW YORK, NY 10019

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares	06/17/2005		S		5,700	D \$ 79.75	2,148,330 (1) D
Common Shares	06/17/2005		S		1,100	D \$ 79.76	2,147,230 (1) D
Common Shares	06/17/2005		S		4,800	D \$ 79.77	2,142,430 (1) D
Common Shares	06/17/2005		S		1,600	D \$ 79.78	2,140,830 (1) D
Common Shares	06/17/2005		S		500	D \$ 79.79	2,140,330 (1) D

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Common Shares	06/17/2005	S		58,900	D	\$ 79.85	<u>2,081,430</u> (1)	D	
Common Shares	06/17/2005	S		900	D	\$ 79.86	<u>2,080,530</u> (1)	D	
Common Shares	06/17/2005	S		4,100	D	\$ 79.87	<u>2,076,430</u> (1)	D	
Common Shares	06/17/2005	S		5,300	D	\$ 79.88	<u>2,071,130</u> (1)	D	
Common Shares	06/17/2005	S		2,300	D	\$ 79.89	<u>2,068,830</u> (1)	D	
Common Shares	06/17/2005	S		900	D	\$ 79.9	<u>2,067,930</u> (1)	D	
Common Shares	06/17/2005	S		1,100	D	\$ 79.91	<u>2,066,830</u> (1)	D	
Common Shares	06/17/2005	S		1,100	D	\$ 79.92	<u>2,065,730</u> (1)	D	
Common Shares	06/17/2005	S		1,400	D	\$ 79.95	<u>2,064,330</u> (1)	D	
Common Shares	06/17/2005	S		400	D	\$ 79.96	<u>2,063,930</u> (1)	D	
Common Shares	06/17/2005	S		200	D	\$ 79.97	<u>2,063,730</u> (1)	D	
Common Shares	05/16/2005	S	V	5,300	D	\$ 77.7	40,600	I	Held By Foundation (2)
Common Shares	05/17/2005	S	V	2,000	D	\$ 77.33	38,600	I	Held by Foundation (2)
Common Shares	05/17/2005	S	V	17,700	D	\$ 77.4702	20,900	I	Held by Foundation (2)
Common Shares							7,943,000	I	Held by GP (3)
Common Shares							36,000	I	Held by Spouse (4)

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

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(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTH STEVEN 888 SEVENTH AVENUE NEW YORK, NY 10019	X	X	Chairman & CEO	

Signatures

/s/ Steven Roth 06/20/2005

__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).

52,530 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 52,530 Common Shares, (i) 22,500 Common Shares of restricted stock were granted to Mr. Roth 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, 2007 and 2008, (ii) 18,480 Common Shares of restricted stock were granted to Mr. Roth 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) 11,550 Common Shares of restricted stock were granted to Mr. Roth 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.

(1) These Common Shares are held by the Daryl and Steve Roth Foundation, over which Mr. Roth holds sole voting and investment power. Mr. Roth disclaims any pecuniary interest in these shares.

(2) These Common Shares are held by Interstate Properties, a New Jersey general partnership of which Mr. Roth is a general partner. The filing of this Form 4 shall not be deemed an admission that Mr. Roth is the beneficial owner of these 7,943,000 Common Shares, except to the extent of his pecuniary interest therein.

(3) These Common Shares are owned by Mr. Roth's spouse. The filing of this Form 4 shall not be deemed an admission that Mr. Roth is the beneficial owner of these 36,000 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.

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