Edgar Filing: VORNADO REALTY TRUST - Form 4

VORNADO REA Form 4 March 15, 2006	ALTY TRUS	σT									
March 15, 2006 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). March 15, 2006 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 OMB 3235-028 Number: January 31 Expires: January 31 200 Estimated average burden hours per response 0.		
(Print or Type Respondent) 1. Name and Address MACNOW JOS	ss of Reporting	Person <u>*</u>	Symbol	er Name and		-	5. Relationship Issuer	of Reporting Per	rson(s) to		
			[VNO]	ADO RE.	ALIYI	KUSI		(Check all applicable)			
(Last) (First) (Middle) 210 ROUTE 4 EAST			3. Date of Earliest Transaction(Month/Day/Year)03/15/2006				Director 10% Owner X_Officer (give title Other (specify below) CFO/EVP - Fin. & Admin.				
				endment, Day/Yea	-	ıl	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City) ((State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned		
	ansaction Date hth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)		
Reminder: Report on	n a separate line	for each cl	ass of sect	urities benet	Perso inform requir	ns who re nation con red to resp nys a curre	or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	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. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

Edgar Filing: VORNADO REALTY TRUST - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 3	8)	Securi Acqui (A) or Dispo of (D) (Instr.	sed 3, 4,					(Instr. 5)
				Code	v	and 5) (A)) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	03/15/2006		А		365		(2)	(2)	Preferred E	365	\$ 25.2
Phantom Units	<u>(1)</u>	03/15/2006		А		200		(2)	(2)	Preferred E	200	\$ 25.2
Phantom Units	<u>(1)</u>	03/15/2006		А		900		(2)	(2)	Preferred E	900	\$ 25.3

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MACNOW JOSEPH 210 ROUTE 4 EAST PARAMUS, NJ 07652			CFO/EVP - Fin. & Admin.					
Signatures								

/s/ Joseph 12/19/2005 Macnow 12/19/2005 <u>**</u>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).

Conversion or exercise price of 1 for 1. The Phantom Units represent compensation deferred by Mr. Macnow into interest held through the Vornado Realty Trust Nonqualified Deferred Compensation Plan that are valued with respect to the underlying security, which in this case is shares of Vornado Realty Trust 7.00% Sereis E Preferred Stock ("Preferred E"). Mr. Macnow has no right to take possession of the underlying security.

(2) The Phantom Units become payable, in cash, to Mr. Macnow commencing on his retirement from Vornado Realty Trust.

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.

(1)