

WIGHT RUSSELL B JR
Form 4
September 15, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WIGHT RUSSELL B JR

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)
09/11/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10019

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	09/11/2009		S	10,726 D \$ 60.0278 (10)	1,113,050 (2) (11)	D	
Common Shares	09/11/2009		S	12,500 D \$ 60.4	1,100,550 (2)	D	
Common Shares	09/11/2009		S	12,500 D \$ 60.57	1,088,050 (2)	D	
Common Shares	09/14/2009		A(1)	4,924 A \$ 0	1,092,974 (2)	D	
Common Shares	09/14/2009		A(1)	4 A \$ 0	1,031	I	Held by children (6)

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Common Shares	09/14/2009	A ⁽¹⁾	67	A	\$ 0	15,485	I	Held by spouse ⁽⁷⁾
Common Shares	09/14/2009	A ⁽¹⁾	67	A	\$ 0	15,447	I	Held by foundation ⁽⁸⁾
Common Shares	09/14/2009	A ⁽¹⁾	24,401	A	\$ 0	5,591,297	I	Held by Partnership ⁽⁹⁾

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.

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(9-02)

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Class A Units	⁽⁴⁾	09/14/2009		A ⁽³⁾	8	⁽⁵⁾	⁽⁵⁾	Common Shares	8 ⁽⁴⁾

Reporting Owners

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

Signatures

/s/ Steven Santora, Attorney
in Fact

09/15/2009

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) These Common Shares were acquired in connection with the regular quarterly dividend paid by Vornado Realty Trust on September 14, 2009 in the form of cash and Common Shares of Vornado Realty Trust to all holders of Vornado Realty Trust Common Shares.
- 123 of these Common Shares were issued as restricted stock and remain unvested under the terms of the Vornado Realty Trust Omnibus Share Plan. Of these 123 Common Shares, (i) 61 Common Shares of restricted stock remain to vest in January of 2010 and (ii) 62 Common Shares of restricted stock remain to vest in January of 2011.
- (2) The Class A Units ("Class A Units") of Vornado Realty L.P. were acquired in connection with the regular quarterly distribution paid pro rata on September 14, 2009 by Vornado Realty L.P. to holders of Limited Partnership Units in the form of cash and Class A Units.
- Class A Units may be redeemed at the election of the holder, in whole or in part for cash equal to the fair market value, at the time of redemption, of one Common Share for each Class A Unit redeemed or, at the option of Vornado Realty Trust, one such Common Share for each Class A Unit tendered for redemption.
- (3) All Class A Units distributed on September 14, 2009 are immediately redeemable (subject to certain limitations set forth in the Vornado Realty L.P.'s limited partnership agreement). Class A Units have no expiration date.
- (4) 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.
- (5) These Common Shares are held by Mr. Wight's spouse. The filing of this Form 4 shall not be deemed an admission that Mr. Wight is the beneficial owner of the Common Shares.
- (6) 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.
- These Common Shares are held by Interstate Properties, a New Jersey general partnership of which Mr. Wight is the managing general partner. The filing of this Form 4 shall not be deemed an admission that Mr. Wight is the beneficial owner of these 5,591,297 Common Shares, except to the extent of his pecuniary interest. The decline 11,024 Common Shares held by Interstate Properties since Mr. Wight's immediately preceding Form 4 filing is attributable to a distribution by the partnership of 11,024 Common Shares with respect to which 5,512 were distributed to Mr. Wight, which amount did not exceed Mr. Wight's pecuniary interest in Common Shares held by Interstate Properties.
- (7) Represents weighted average sale price. These Common Shares were sold through the execution of a single market order at prices ranging between \$60.01 and \$60.145. Full information regarding the number of shares sold at each separate price will be provided by the reporting person upon request to the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- (8) 5,512 Common Shares were previously reported as indirectly beneficially owned but were distributed by Interstate Properties subsequent to the date of filing of Mr. Wight's immediately preceding Form 4.

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.