

Langer Barry
Form 3
April 15, 2019

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Langer Barry

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/05/2019

3. Issuer Name **and** Ticker or Trading Symbol
VORNADO REALTY TRUST [VNO]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
EVP - Dev. Co-Head of R.E.

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
___ Form filed by More than One
Reporting Person

C/O VORNADO REALTY
TRUST,Â 888 7TH AVENUE

(Street)

NEW YORK,Â NYÂ 10019

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Shares

11,965.59

D

Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Class A Units	Â (1)	Â (1)	Common Shares	15,860	\$ (1)	D	Â
Options (Right to Buy)	03/11/2011	03/11/2020	Common Shares	4,133	\$ 52.6428	D	Â
Options (Right to Buy)	02/28/2012	02/28/2021	Common Shares	4,317	\$ 66.4932	D	Â
Restricted Units (2)	Â (3)	Â (3)	Common Shares	2,238	\$ (2)	D	Â
Restricted Units (4)	Â (5)	Â (5)	Common Shares	745	\$ (4)	D	Â
Restricted Units (6)	Â (7)	Â (7)	Common Shares	11,781	\$ (6)	D	Â
Restricted Units (6)	Â (8)	Â (8)	Common Shares	3,313	\$ (6)	D	Â
Restricted Units (9)	Â (10)	Â (10)	Common Shares	6,906	\$ (9)	D	Â
Restricted Units (9)	Â (11)	Â (11)	Common Shares	3,108	\$ (9)	D	Â
Restricted Units (12)	Â (13)	Â (13)	Common Shares	3,489	\$ (12)	D	Â
AO RUs (14)	Â (15)	01/12/2028	Common Shares	11,948	\$ (14)	D	Â
AO RUs (16)	Â (17)	01/14/2029	Common Shares	13,251	\$ (16)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Langer Barry C/O VORNADO REALTY TRUST 888 7TH AVENUE NEW YORK, NY 10019	Â	Â	Â EVP - Dev. Co-Head of R.E.	Â

Signatures

/s/ Steven Santora, Attorney
in Fact

04/15/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Class A Units ("Class A Units") of Vornado Realty L.P. (the "Operating Partnership"), are redeemable (subject to certain limitations set forth in the Operating Partnership limited partnership agreement) by the holder for cash equal to the Cash Amount (as defined below) or, at the election of Vornado Realty Trust (the "Issuer"), common shares of beneficial interest ("Common Shares") of the Issuer on a one for one basis or the cash value of such shares (such value, the "Cash Amount"). Subject to the foregoing limitations, Class A Units are immediately redeemable and do not have expiration dates.

(2) On January 14, 2015, the reporting person received a grant of Restricted Units (the "Restricted Units") of the Operating Partnership. The Restricted Units are a class of units of the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units. *See* note (1) for a discussion of Class A Units.

(3) These Restricted Units vested on January 10, 2019.

(4) On January 14, 2016, the reporting person received a grant of restricted units (the "Restricted Units") of the Operating Partnership. The Restricted Units are a class of units of the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units. *See* note (1) for a discussion of Class A Units.

(5) The remaining Restricted Units vest on January 10, 2020.

(6) On January 13, 2017, the reporting person received a grant of restricted units (the "Restricted Units") of the Operating Partnership. The Restricted Units are a class of units of the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units. *See* note (1) for a discussion of Class A Units.

(7) These Restricted Units vest on January 10, 2021.

(8) 1,656 of these units are vested. The remaining Restricted Units vest in equal portions over a two-year period with the initial vesting occurring on January 10, 2020.

(9) On January 12, 2018, the reporting person received a grant of restricted units (the "Restricted Units") of the Operating Partnership. The Restricted Units are a class of units of the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units. *See* note (1) for a discussion of Class A Units.

(10) These Restricted Units vest on January 10, 2022.

(11) 777 of these units are vested. The remaining Restricted Units vest in equal portions over a three-year period with the initial vesting occurring on January 10, 2020.

(12) On January 14, 2019, the reporting person received a grant of restricted units (the "Restricted Units") of the Operating Partnership. The Restricted Units are a class of units of the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units. *See* note (1) for a discussion of Class A Units.

(13) These Restricted Units vest in equal portions over a four-year period with the initial vesting occurring on January 10, 2020.

(14) On January 12, 2018, the reporting person received a grant of appreciation only restricted units (the "AO RUs") of the Operating Partnership. The AO RUs are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting, are convertible by the holder into an equivalent number of Class A Units determined by reference to the increase in the value of a Common Share at the time of conversion over the value of a Common Share at the time of grant. *See* note (1) for a discussion of Class A Units.

(15) The AO RUs vest in equal portions over a four-year period. The initial vesting occurred on January 10, 2019. The right to convert the AO RUs into Class A units has a maximum term of 10 years. The right to redeem Class A Units does not have an expiration date. *See* note (1) for a discussion of Class A Units.

(16) On January 14, 2019, the reporting person received a grant of appreciation only restricted units (the "AO RUs") of the Operating Partnership. The AO RUs are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting, are convertible by the holder into an equivalent number of Class A Units determined by reference to the increase in the value of a Common Share at the time of conversion over the value of a Common Share at the time of grant. *See* note (1) for a discussion of Class A Units.

(17) The AO RUs vest in equal portions over a four-year period with the initial vesting occurring on January 10, 2020. The right to convert the AO RUs into Class A units has a maximum term of 10 years. The right to redeem Class A Units does not have an expiration date. *See* note (1) for a discussion of Class A Units.

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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