VORNADO REALTY TRUST

Form 4 January 19, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A MACNOW	Symbol	VORNADO REALTY TRUST				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 210 ROUTE	(Middle) 3. Date of (Month/E) (MTE 4 EAST) (M3/23/24)			ansaction		below)	X Officer (give title Other (specify		
PARAMUS		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 Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		Beneficially (D) or Ben Owned Indirect (I) Ow Following (Instr. 4) (Instremantal Instremantal Instrumental In		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares	03/23/2015		G(1) V	160	D \$0	5,458	I	Held by Spouse (2)	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Units (3)	<u>(3)</u>	01/14/2016		A	17,480	<u>(4)</u>	<u>(4)</u>	Common Shares	17,480	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MACNOW JOSEPH 210 ROUTE 4 EAST PARAMUS, NJ 07652

EVP - Finance, Chief Admin. Of

De Sec (In

Signatures

/s/ Steven Santora, Attorney in Fact 01/19/2016

**Signature of Reporting Person Dat

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 a gift.
- (2) These Common Shares are held by Mr. Macnow's spouse. The filing of this Form 4 shall not be deemed an admission that Mr. Macnow is the beneficial owner of the Common Shares.
 - On January 14, 2016, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of Vornado Realty Trust ("the Company"). The Restricted Units are a class of units of
- (3) the Operating Partnership that following the occurrence of certain events and upon vesting are convertible the holder into an equivalent number of Class A Units of the Operating Partnership ("Class A Units"). Class A Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, Common Shares of the Company on a one-for-one-basis or the cash value of such shares.
- (4) The Restricted Units vest in equal portions over a four year-period with the initial vesting occurring on January 10, 2017.

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.

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