

SL GREEN REALTY CORP
Form 4
October 31, 2005

FORM 4

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

OMB APPROVAL

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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 *
GREEN STEPHEN L

(Last) (First) (Middle)

C/O SL GREEN REALTY
CORP., 420 LEXINGTON
AVENUE

(Street)

NEW YORK, NY 10170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SL GREEN REALTY CORP [SLG]

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/27/2005		C		75,000	A	11	75,000	I	By SLG Holding IV LP
Common Stock	10/27/2005		S		55,300	D	\$ 66.314	19,700	I	By SLG Holding IV LP
Common Stock								229,000	D	
Common Stock	10/28/2005		S		15,000	D	\$ 66.8	4,700	I	By SLG Holding

IV LP

Common Stock 229,000 D

Common Stock 10/28/2005 S 4,700 D \$ 66.6 0 I

By SLG Holding IV LP

Common Stock 229,000 D

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class A Units of SL Green Operating Partnership, L.P.	(1)	10/27/2005		C	75,000	08/20/1999 (3)	Common Stock 75,000
Class A Units of SL Green Operating Partnership, L.P.	(2)					08/20/1999 (3)	Common Stock 111,904
Class A Units of SL Green Operating Partnership, L.P.	(2)					08/20/1999 (3)	Common Stock 91,250
	(2)					08/20/1999 (3)	70,000

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Class A Units of SL Green Operating Partnership, L.P.				Common Stock	
Class A Units of SL Green Operating Partnership, L.P.	(2)	08/20/1999	(3)	Common Stock	108,195
Class A Units of SL Green Operating Partnership, L.P.	(2)	08/20/1999	(3)	Common Stock	476
Class A Units of SL Green Operating Partnership, L.P.	(2)	08/20/1999	(3)	Common Stock	905,484
Class A Units of SL Green Operating Partnership, L.P.	(2)	08/20/1999	(3)	Common Stock	19,048
Class A Units of SL Green Operating Partnership, L.P.	(2)	08/20/1999	(3)	Common Stock	3,810
Class A Units of SL Green Operating Partnership, L.P.	(2)	08/20/1999	(3)	Common Stock	304,846
Class A Units of SL Green Operating Partnership,	(2)	08/20/1999	(3)	Common Stock	77,013

L.P.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN STEPHEN L C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170	X		Chairman/Executive Officer	

Signatures

Stephen L.
Green 10/28/2005

__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) Mr. Green redeemed 75,000 Class A Units of SL Green Operating Partnership, L.P. for an equal number of shares of Common Stock of SL Green Realty Corp.
- (2) Upon conversion, SL Green Realty Corp. may, at its option, issue one share of Common Stock of SL Green Realty Corp. for each Class A Unit of SL Green Operating Partnership, L.P. or the cash equivalent value thereof to Mr. Green.
- (3) None

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.