

MATHIAS ANDREW W
Form 4
January 04, 2012

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 *
MATHIAS ANDREW W

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O SL GREEN REALTY CORP., 420 LEXINGTON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2011

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

(Street)
NEW YORK, NY 10170

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

(City) (State) (Zip)

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	12/31/2011		F	(1) 15,449 D \$ 66.64	390,124.85	D	
Common Stock	01/01/2012		F	(1) 4,342 D \$ 66.64	385,782.85	D	
Common Stock	01/03/2012		F	(2) 7,725 D \$ 68.16	378,171.2 (3)	D	

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Amount or Number of Shares
Stock Units	(4)	01/01/2012		A	5,326	(5) (5)	Common Stock	5,326
LTIP Units (6)	(7)	01/03/2012		A	118,534	(7)(8) (7)	Common Stock	118,534

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHIAS ANDREW W C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170			President	

Signatures

/s/ Andrew W. Mathias 01/04/2012

**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) Represents shares retained by the Issuer to satisfy withholding obligations on 33,334 restricted stock and 11,805 restricted stock units granted to the reporting person on January 6, 2011.
- (2) Represents shares retained by the Issuer to satisfy withholding obligations on 16,666 restricted stock units granted to the reporting person on January 6, 2011.
- (3) Includes 113.35 shares of Common Stock purchased through the Issuer's Employee Stock Purchase Plan.
- (4) Each Stock Unit was granted pursuant to a deferred compensation agreement, dated September 3, 2010, entered into between the reporting person and the Issuer (the "Deferred Compensation Agreement") and represents a contingent right to receive the value of one share of common stock of the Issuer (the "Deferred Compensation Amount").
- (5) The Stock Units vest on December 31, 2012, subject to the reporting person's continued employment through such vesting date. The Deferred Compensation Amount will be delivered to the reporting person no later than 30 days following the earliest of (i) the reporting

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person's death, (ii) the date of the reporting person's separation from service with the Issuer, and (iii) the effective date of a Change-in-Control (as defined in the Deferred Compensation Agreement).

- (6) Represents 78,064 LTIP Units earned (i.e., for which the performance-based hurdles have been met) pursuant to the SL Green Realty Corp. 2010 Notional Unit Long-Term Compensation Plan (the "Plan") and 40,470 LTIP Units granted in connection with 2011 performance.

- (7) Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a Class A Unit of limited partnership interest in SL Green Operating Partnership, L.P. (a "Common Unit"). Each Common Unit acquired upon conversion of a LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.
- (8) 78,064 LTIP Units earned pursuant to the Plan vest 50% on January 1, 2013, 25% on January 1, 2014 and 25% on January 1, 2015 and the remaining 40,470 LTIP units are not subject to vesting.

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.