

RECKSON ASSOCIATES REALTY CORP  
 Form 4  
 April 19, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**RECHLER SCOTT H**

2. Issuer Name and Ticker or Trading Symbol  
**RECKSON ASSOCIATES REALTY CORP [RA]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/11/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO and President**

**C/O RECKSON ASSOCIATES REALTY CORP., 225 BROADHOLLOW ROAD**

(Street)

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

**MELVILLE, NY 11747**

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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

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SEC 1474 (9-02)

**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. 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                                     |         |
| LTIP Units <sup>(1)</sup>                  | <sup>(2)</sup> <sup>(3)</sup>                          | 03/11/2005                           |  | A                              |   | 200,000  | 01/01/2007 <sup>(2)</sup> <sup>(3)</sup>                      | <sup>(4)</sup> | Common Stock <sup>(2)</sup> <sup>(3)</sup> | 200,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| RECHLER SCOTT H<br>C/O RECKSON ASSOCIATES REALTY CORP.<br>225 BROADHOLLOW ROAD<br>MELVILLE, NY 11747 | X             |           | CEO and President |       |

## Signatures

/s/ Scott Rechler 04/19/2005

                      
\*\*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) These LTIP Units, which are profit interest units of limited partnership interest in Reckson Operating Partnership, L.P. (the "Operating Partnership"), were granted on March 11, 2005, and are subject to time and performance-based vesting.

Subject to achieving minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, (i) the registrant may request that the Operating Partnership redeem vested LTIP Units for cash equal to the then fair market value of a share of the Company's common stock beginning upon the later of January 1, 2007 or six months after the LTIP Units being redeemed have become vested, or (ii) if the Company's Compensation Committee elects to make this alternative available, the registrant may convert vested LTIP Units into an equal number of common units of limited partnership interest in the Operating Partnership beginning on January 1, 2007 on a one-for-one basis.

(3) The registrant may then request that the Operating Partnership redeem the common units into which the vested LTIP Units have been converted for cash in an amount equal to the then fair market value of a share of the Company's common stock or, at the election of the Company, for shares of common stock on a one-for-one basis.

(4) The LTIP Units do not have an expiration date. December 31, 2095 is the current termination date of the Operating Partnership.

(5) N/A.

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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