

VORNADO REALTY TRUST  
Form 4  
January 08, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
Fascitelli Michael D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

888 SEVENTH AVENUE

01/06/2015

(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

NEW YORK, NY 10019

(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 Ownership (Instr. 4) |                          |   |                               |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|--------------------------|---|-------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                            |                          |   |                               |
| Common Shares                   | 01/06/2015                           |                                                    | M                              | V                                                                 | 95,030                                                                                        | A                                                        | \$ 69.3752                                 | 1,762,820 <sup>(1)</sup> | D |                               |
| Common Shares                   | 01/06/2015                           |                                                    | F                              |                                                                   | 74,229                                                                                        | D                                                        | \$ 120.64                                  | 1,688,591 <sup>(1)</sup> | D |                               |
| Common Shares                   |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                            | 67,537 <sup>(1)</sup>    | I | Held by an LP <sup>(2)</sup>  |
| Common Shares                   |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                            | 105,191 <sup>(1)</sup>   | I | Held by an LLC <sup>(2)</sup> |
| Common Shares                   |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                            | 3,150 <sup>(1)</sup>     | I | Held by children              |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Options (Right to Buy)                     | \$ 69.3752                                             | 01/06/2015                           |                                                    | M                              | 95,030                                                                                  | 02/08/2006 02/08/2015                                    | Common Shares                                                 | 95,030                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                  | Director      | 10% Owner | Officer | Other |
| Fascitelli Michael D<br>888 SEVENTH AVENUE<br>NEW YORK, NY 10019 |               | X         |         |       |

## Signatures

/s/ Michael D. Fascitelli 01/08/2015

\*\*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) Common shares of beneficial interest, par value \$.04 per share (the "Common Shares"), of Vornado Realty Trust ("the Company").  
The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the
- (2) Reporting Person is the beneficial owner of these securities for the purpose of Section 16 or any other purpose, except to the extent of the Reporting Person's pecuniary interest.

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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