

VORNADO REALTY TRUST
Form 4
October 03, 2005

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 *
ROTH STEVEN

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)
888 SEVENTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2005

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

NEW YORK, NY 10019

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 or Price				
Common Shares	10/03/2005		S		400	D	\$ 86.6	1,868,330 ⁽¹⁾ <u>(2)</u>	D
Common Shares	10/03/2005		S		500	D	\$ 86.61	1,867,830 ⁽¹⁾ <u>(2)</u>	D
Common Shares	10/03/2005		S		400	D	\$ 86.62	1,867,430 ⁽¹⁾ <u>(2)</u>	D
Common Shares	10/03/2005		S		3,500	D	\$ 86.65	1,863,930 ⁽¹⁾ <u>(2)</u>	D
Common Shares	10/03/2005		S		3,700	D	\$ 86.67	1,860,230 ⁽¹⁾ <u>(2)</u>	D

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Common Shares	10/03/2005	S	200	D	\$ 86.68	1,860,030 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	200	D	\$ 86.69	1,859,830 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	500	D	\$ 86.7	1,859,330 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	1,500	D	\$ 86.75	1,857,830 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	500	D	\$ 86.76	1,857,330 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	600	D	\$ 86.77	1,856,730 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	500	D	\$ 86.78	1,856,230 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	200	D	\$ 86.79	1,856,030 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	500	D	\$ 86.8	1,855,530 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	600	D	\$ 86.83	1,854,930 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	300	D	\$ 86.96	1,854,630 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	100	D	\$ 86.97	1,854,530 ⁽¹⁾ <u>(2)</u>	D	
Common Shares	10/03/2005	S	500	D	\$ 87.1	1,854,030 ⁽¹⁾ <u>(2)</u>	D	
Common Shares						20,900	I	Held By Foundation ⁽³⁾
Common Shares						36,000	I	Held by Spouse ⁽⁴⁾
Common Shares						7,943,000	I	Held by GP ⁽⁵⁾

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

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(9-02)

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

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Table with 10 columns: 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. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 3 and 4).

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Sub-columns for Relationships: Director, 10% Owner, Officer, Other. Entry for ROTH STEVEN, 888 SEVENTH AVENUE, NEW YORK, NY 10019, Chairman & CEO.

Signatures

/s/ Steven Roth 10/03/2005
**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) 72,150 of these Common Shares were issued as "restricted stock" under the terms of the Vornado Realty Trust 2002 Omnibus Share Plan...
(2) Restricted shares that have previously vested were elected by Mr. Roth to have been deposited in the Vornado Non-Qualified Deferred Compensation Plan...
(3) These Common Shares are held by the Daryl and Steven Roth Foundation, over which Mr. Roth holds sole voting and investment power...
(4) These Common Shares are held by Mr. Roth's spouse...
(5) These Common Shares are held by Interstate Properties, a New Jersey general partnership of which Mr. Roth is a general partner...

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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