WEST RICHARD R

Form 4 May 28, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WEST RICHARD R

2. Issuer Name and Ticker or Trading

Symbol

VORNADO REALTY TRUST [VNO]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

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

10% Owner _ Other (specify Officer (give title

888 SEVENTH AVENUE (Street)

(State)

(Zip)

02/15/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

below)

NEW YORK, NY 10019

(City)

(City)	(State) (Z	Zip) Table	I - Nor	ı-De	rivative S	ecurit	ties Aco	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3. Transa	ctio	4. Securities nAcquired (A) or			5. Amount of Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)		Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned Following			
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Shares	02/15/2013		G <u>(1)</u>	V	60	D	\$0	27,628 (2)	D	
Common Shares	03/14/2013		G <u>(1)</u>	V	60	D	\$0	27,568 (2)	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. Transacti Code (Instr. 8)	5. Number out 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. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Units (3)	(3)	05/23/2013		A	1,068	<u>(4)</u>	<u>(4)</u>	Common Shares	1,068	g

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
WEST RICHARD R							
888 SEVENTH AVENUE	X						
NEW YORK, NY 10019							

Signatures

/s/ Steven Santora, Attorney o5/28/2013 in Fact

**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 Common Shares were a gift to an institute of higher learning.
- (2) 152 of these Common Shares were issued as restricted stock and remain unvested under the terms of the Vornado Realty Trust Omnibus Share Plan. These 152 common shares remain to vest in 2014.
 - On May 23, 2013, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of Vornado Realty Trust (the "Company"). The Restricted Units are a class of units of the
- (3) Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units of the Operating Partnership. Class A Units are redeemable by the holder for cash or, at the Company's election, Common Shares of the Company on a one for one basis or the cash value of such shares.
- These Restricted Units vest immediately. These units are not transferable until the reporting person is no longer serving as a member of the Company's Board of Trustees, other than in connection with a conversion of the Restricted Units to Class A Units and a redemption of such Class A Units for Common Shares. Any Common Shares issued in connection with such a redemption must be held by the reporting person until such person is no longer a member of the Company's Board of Trustees.

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.

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