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VORNADO REALTY TRUST
Form 8-K
November 22, 2004

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):
November 10, 2004

VORNADO REALTY TRUST
(Exact Name of Registrant as Specified in Charter)

MARYLAND	NO. 001-11954	NO. 22-1657560
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

888 SEVENTH AVENUE NEW YORK, NEW YORK	10019
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(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (212) 894-7000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 OTHER EVENTS.

On November 10, 2004, Vornado Realty Trust and Vornado Realty L.P. entered into

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an underwriting agreement with Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as the Underwriter named therein, relating to the issuance and sale by Vornado Realty Trust of an aggregate of 6 million 6.75% Series F Cumulative Redeemable Preferred Shares, liquidation preference \$25.00 per share, no par value (the "Series F Preferred Shares"), of Vornado Realty Trust for an aggregate purchase price of approximately \$145.28 million. The issuance and sale of the Series F Preferred Shares was consummated on November 17, 2004. Expenses payable by Vornado Realty Trust in connection with the offering of the Series F Preferred Shares are estimated at approximately \$300,000.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following documents are filed as Exhibits to this report:

- 1.1 Underwriting Agreement, dated November 10, 2004, among Vornado Realty Trust, Vornado Realty L.P. and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated
- 3.1 Articles Supplementary to Declaration of Trust with respect to 6.75% Series F Cumulative Redeemable Preferred Shares of Beneficial Interest (incorporated by reference to Exhibit 3.28 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on November 17, 2004).
- 99.1 Press Release, dated November 10, 2004.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VORNADO REALTY TRUST
(Registrant)

By: /s/ Joseph Macnow

Name: Joseph Macnow
Title: Executive Vice President -
Finance and Administration
and Chief Financial Officer

Date: November 19, 2004

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EXHIBIT INDEX

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