#### MATHIAS ANDREW W

Form 4 January 07, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

Common

Stock (1)

01/06/2011

(Print or Type Responses)

1 Name and Address of Departing De

See Instruction

	Address of Reporting ANDREW W	Symbol		Ticker or Trading  LTY CORP [SLG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (N		Earliest Tr	ransaction	`	**	,		
	EEN REALTY LEXINGTON	`	(Month/Day/Year) 01/06/2011			Director 10% OwnerX_ Officer (give title Other (specify below) President			
	(Street)	4. If Ame	ndment, Da	nte Original	6. Individual or Joint/Group Filing(Check				
NEW YOR	K, NY 10170	Filed(Mor	nth/Day/Year	)	Applicable Line) _X_ Form filed by 0 Form filed by N Person	1 0			
(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			

Code V

A

Amount

161,805

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

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(Instr. 3 and 4)

440,732.39

(2)

D

(D) Price

\$0

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

#### Edgar Filing: MATHIAS ANDREW W - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (3)	<u>(4)</u>	01/06/2011		A	75,510	(4)(5)	<u>(4)</u>	Common Stock	75,510	:

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

MATHIAS ANDREW W C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170

President

## **Signatures**

/s/ Andrew W. 01/07/2011 Mathias

\*\*Signature of Date
Reporting Person

### **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) Includes 100,000 restricted shares and 50,000 restricted stock units to be settled in shares of Common Stock.
- (2) Includes 98.04 shares of Common Stock purchased through the Issuer's Employee Stock Purchase Plan.
- (3) Represents LTIP Units earned (i.e. for which the performance-based hurdles have been met) pursuant to the SL Green Realty Corp. 2010 Notional Unit Long-Term Compensation Plan.
  - Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a Class A Unit of limited partnership interest in SL Green Operating Partnership, L.P. (a
- (4) "Common Unit"). Each Common Unit acquired upon conversion of a LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.
- (5) LTIP Units vest 50% on January 1, 2013, 25% on January 1, 2014 and 25% on January 1, 2015.

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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