

SMITH ROBERT H
Form 4
September 08, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SMITH ROBERT H

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)
2345 CRYSTAL DRIVE, SUITE 1000

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President - Smith Division

(Street)
ARLINGTON, VA 22202

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 | 07/29/2005 | | C | | 106,000 | A | 2 | 106,000 | I | Held by LLC (1) |
| Common Shares | 09/06/2005 | | S | | 100 | D | \$ 87.7 | 105,900 | I | Held by LLC (1) |
| Common Shares | 09/06/2005 | | S | | 100 | D | \$ 87.68 | 105,800 | I | Held by LLC (1) |
| Common Shares | 09/06/2005 | | S | | 300 | D | \$ 87.66 | 105,500 | I | Held by LLC (1) |
| Common Shares | 09/06/2005 | | S | | 2,600 | D | \$ 87.65 | 102,900 | I | Held by LLC (1) |

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| | | | | | | | | |
|---------------|------------|-----|--------|---|----------|--------------------|---|------------------------|
| Common Shares | 09/06/2005 | S | 600 | D | \$ 87.52 | 102,300 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 1,700 | D | \$ 87.51 | 100,600 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 4,700 | D | \$ 87.5 | 95,900 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 2,000 | D | \$ 87.49 | 93,900 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 2,800 | D | \$ 87.48 | 91,100 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 1,800 | D | \$ 87.47 | 89,300 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 1,300 | D | \$ 87.46 | 88,000 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 200 | D | \$ 87.45 | 87,800 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/05/2005 | S | 100 | D | \$ 87.44 | 87,700 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 200 | D | \$ 87.43 | 87,500 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 2,900 | D | \$ 87.42 | 84,600 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 2,700 | D | \$ 87.41 | 81,900 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 3,000 | D | \$ 87.4 | 78,900 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 5,000 | D | \$ 87.39 | 73,900 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 3,300 | D | \$ 87.38 | 70,600 | I | Held by LLC <u>(1)</u> |
| Common Shares | 09/06/2005 | S | 15,700 | D | \$ 87.35 | 54,900 | I | Held by LLC <u>(1)</u> |
| Common Shares | 08/16/2005 | G V | 5,000 | A | \$ 86.06 | 49,000 | I | Held by LLC <u>(1)</u> |
| Common Shares | | | | | | 162,650 <u>(5)</u> | D | |

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

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SEC 1474
(9-02)

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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. 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class A Units | (2) | 07/29/2005 | | C | 106,000 | (3) (3) | Common Shares | 106,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH ROBERT H 2345 CRYSTAL DRIVE SUITE 1000 ARLINGTON, VA 22202 | X | | President - Smith Division | |

Signatures

/s/ Robert H. Smith
09/08/2005
Date

**Signature of 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) Mr. Smith's interest in these Class A Units is held by RCS-II LLC, Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest.
Holders of Class A units ("Class A Units") of Vornado Realty L.P. ("VRLP") have the right to have their Class A Units redeemed in whole or in part by VRLP for cash equal to the fair market value, at the time of redemption, of one Common Share of Vornado Realty Trust ("Vornado") for each Class A Unit redeemed or, at the option of Vornado, one Common Share of Vornado for each Class A Unit tendered for redemption.
- (3) These Class A Units (which were issued on 1/1/02) are immediately redeemable. Class A Units have no expiration date.
- (4) Received as the consideration due in exchange for Class A units of limited partnership of Charles E. Smith Commercial Realty L.P. ("CESCR") in connection with the merger of CESCR with and into VRLP.
- (5) 19,750 of these Common Shares were issued as "restricted stock" under the terms of the Vornado Realty Trust 2002 Omnibus Share Plan. Of these 19,750 Common Shares, (i) 5,000 Common Shares of restricted stock were granted on 1/28/03, with the shares vesting in equal portions over a five-year period with the remaining three portions vesting in January of 2006, 2007 and 2008, (ii) 5,000 Common Shares of restricted stock were granted on 4/1/03, with the shares vesting in equal portions over a five-year period with the remaining three portions vesting in January of 2006, 2007 and 2008, (iii) 6,500 Common Shares of restricted stock were granted on 2/6/04, with the shares vesting in equal portions over a five-year period with the remaining four portions vesting in January of 2006, 2007, 2008 and 2009 and (iv) 3,250 Common Shares of restricted stock were granted on 2/8/05, with the shares vesting in equal portion over five-year period

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beginning January, 2006.

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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