

SL GREEN REALTY CORP
Form 4
March 03, 2017

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 *
LEVINE ANDREW S

(Last) (First) (Middle)

C/O SL GREEN REALTY
CORP., 420 LEXINGTON
AVENUE

(Street)

NEW YORK, NY 10170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SL GREEN REALTY CORP [SLG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Legal Officer & GC

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 (A) or (D) Price		
Common Stock	03/01/2017		M		12,500 A \$ 90.15	27,985.41 ⁽¹⁾	D
Common Stock	03/01/2017		C		20,200 ⁽²⁾ A \$ 0 ⁽²⁾	48,185.41	D
Common Stock	03/01/2017		S		18,965 D \$ 113.89 ⁽³⁾	29,220.41	D
Common Stock	03/01/2017		S		13,735 D \$ 114.36 ⁽⁴⁾	15,485.41	D

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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. 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
Stock Option (Right to Buy)	\$ 90.15	03/01/2017		M	12,500	<u>(5)</u> 12/12/2018	Common Stock	12,500
LTIP Units	<u>(6)</u>	03/01/2017		C	20,200	<u>(6)</u> <u>(6)</u>	Common Stock	20,200

Reporting Owners

Reporting Owner Name / Address	Relationships
LEVINE ANDREW S C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170	Director 10% Owner Officer Chief Legal Officer & GC

Signatures

/s/ Andrew S. 03/03/2017
Levine

 **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) Includes 58.39 shares of Common Stock purchased through the Issuer's Employee Stock Purchase Plan.
- (2) 20,200 of the Reporting Person's LTIP units ("LTIP Units") in SL Green Operating Partnership, L.P. ("SLGOP"), of which the Issuer is the sole general partner, were exchanged for Class A Units of limited partnership interests in SLGOP ("Common Units") and then were

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immediately converted into an equal number of shares of the Issuer's Common Stock.

- Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$113.52 to
- (3) \$114.09 per share, inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$114.10 to
- (4) \$114.71 per share, inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- (5) The options vested in three equal installments on each of January 1, 2015, 2016 and 2017.

Represents LTIP Units issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs.

- Conditioned upon minimum allocations to the capital account of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a Common Unit. Each Common Unit acquired upon conversion of an LTIP Unit may be presented for redemption at the election of the holder, for cash equal to the 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.
- (6)

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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