

Falanga Mark
Form 3
August 03, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ Falanga Mark

(Last) (First) (Middle)

C/O VORNADO REALTY
TRUST, ^ 888 7TH AVENUE

(Street)

NEW YORK, ^ NY ^ 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/26/2011

3. Issuer Name **and** Ticker or Trading Symbol
VORNADO REALTY TRUST [VNO]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other

(give title below) (specify below)

President-Merch. Mart Division

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Shares

5,007.63 ⁽¹⁾

D ^

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options (Right to Buy)	01/28/2003	01/28/2012	Common Shares	1,671	\$ 41.285	D	Â
Options (Right to Buy)	02/08/2006	02/08/2015	Common Shares	2,534	\$ 70.2986	D	Â
Options (Right to Buy)	01/20/2008	03/07/2017	Common Shares	2,006 <u>(2)</u>	\$ 121.58	D	Â
Options (Right to Buy)	01/20/2009	02/20/2018	Common Shares	2,757 <u>(3)</u>	\$ 86.195	D	Â
Options (Right to Buy)	02/27/2010	02/27/2019	Common Shares	6,000 <u>(4)</u>	\$ 33.815	D	Â
Options (Right to Buy)	02/27/2012	02/28/2021	Common Shares	2,002 <u>(5)</u>	\$ 91.695	D	Â
Restricted Units	Â <u>(6)</u>	Â <u>(6)</u>	Common Shares	720	\$ <u>(7)</u>	D	Â
Restricted Units	Â <u>(8)</u>	Â <u>(8)</u>	Common Shares	1,100	\$ <u>(9)</u>	D	Â
Restricted Units	Â <u>(10)</u>	Â <u>(10)</u>	Common Shares	436	\$ <u>(11)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Falanga Mark C/O VORNADO REALTY TRUST 888 7TH AVENUE NEW YORK, NY 10019	Â	Â	Â President-Merch. Mart Division	Â

Signatures

/s/ Steven Santora, Attorney
in Fact

08/03/2011

 **Signature of Reporting Person

Date _____

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) 45 of these Common Shares were issued as restricted stock and remain unvested under the terms of the Vornado Realty Trust Omnibus Share Plan, with each original grant vesting in equal portions over a five year period. These 45 Common Shares vest in January of 2012.

(2) These options vested ratably over a five-year period. 1,604 of these options are vested and 402 will vest in January of 2012.

(3) These options vested ratably over a five-year period. 1,654 of these options are vested, 551 will vest in January of 2012 and 552 will vest in January of 2012.

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- (4) These options vested ratably over a five-year period. 2,400 of these options are vested; 1,200 will vest in January of 2012; 1,200 will vest in January of 2013 and 1,200 will vest in January of 2013.
- (5) These options vest ratably over a four-year period with the first vesting occurring on February 27, 2012.
- On February 27, 2009, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of the Company. The Restricted Units are a class of units of the Operating
- (6) 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"). Class A Units of the Operating Partnership 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.
- (7) The remaining unvested Restricted Units vest in equal portions over a three-year period with the initial vesting occurring on February 27, 2012.
- On March 11, 2010, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of the Company. The Restricted Units are a class of units of the Operating
- (8) 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"). Class A Units of the Operating Partnership 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.
- (9) 275 of these units are vested. The remaining Restricted Units vest in equal portions over a three-year period with the initial vesting occurring on February 27, 2012.
- On February 28, 2011, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of the Company. The Restricted Units are a class of units of the Operating
- (10) 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"). Class A Units of the Operating Partnership 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.
- (11) These Restricted Units vest in equal portions over a four-year period with the initial vesting occurring on February 27, 2012.

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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