

VORNADO REALTY TRUST  
 Form 5  
 February 14, 2014

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**KOGOD ROBERT P**

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2345 CRYSTAL DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ARLINGTON, VA 22202

(City) (State) (Zip)

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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)
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	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)	(A)	(D)	(A)	(D)				
Class A Units	^	^	^	^	^	^	^ (2)	^ (2)	Common Shares	852,211
Class A Units	^	^	^	^	^	^	^ (2)	^ (2)	Common Shares	101,721
Class A Units	^	^	^	^	^	^	^ (2)	^ (2)	Common Shares	802,267
Class A Units	^	^	^	^	^	^	^ (2)	^ (2)	Common Shares	261,460
Class A Units	^	^	^	^	^	^	^ (2)	^ (2)	Common Shares	92,582
Class A Units	^	^	^	^	^	^	^ (2)	^ (2)	Common Shares	36,069

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOGOD ROBERT P 2345 CRYSTAL DRIVE ARLINGTON, VA 22202	^ X	^	^	^

## Signatures

/s/ Steven Santora, Attorney  
in Fact 02/14/2014

\_\_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) Class A Units may be redeemed at the election of the holder, in whole or in part for cash equal to the fair market value, at the time of redemption, of one Common Share for each Class A Unit redeemed or, at the option of Vornado Realty Trust, one such Common Share for each Class A Unit tendered for redemption.
  - (2) These Class A Units are immediately redeemable (subject to certain limitations set forth in the Operating Partnership limited partnership agreement). Class A Units do not have expiration dates.
  - (3) Amount less by 261,460 due to a transfer on October 1, 2013 to RAK-II LLC.

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- (4) Mr. Kogod's interest in these Class A Units is held by Kogod Family Holding Group. Mr. Kogod disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- (5) These securities are held by RAK I LLC, of which Mr. Kogod is a member. Mr. Kogod disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- (6) These securities are held by RAK II LLC, of which Mr. Kogod is a member. Mr. Kogod disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- (7) These securities are held by Mr. Kogod's spouse. The filing of this Form 5 shall not be deemed an admission that Mr. Kogod is the beneficial owner of these securities.
- (8) These securities are held by 1730 M Street Associates L.P., of which Mr. Kogod is a partner. Mr. Kogod disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.