

SL GREEN REALTY CORP  
Form 4  
January 14, 2015

**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 \*  
**HOLLIDAY MARC**

(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)  
**01/12/2015**

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 Executive Officer**

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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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(9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Pr |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|-------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Secu (Instr.     |                 |              |                            |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
|                     |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| LTIP Units          | (1)                                      | 01/12/2015           | A               |   | 45,832           |                  | (1)              | (1)             | Common Stock | 45,832                     |
| LTIP Units (2)      | (1)                                      | 01/12/2015           | A               |   | 87,870           |                  | (1)(3)           | (1)             | Common Stock | 87,870                     |
| LTIP Units (4)      | (1)                                      | 01/12/2015           | A               |   | 46,089           |                  | (1)(5)           | (1)             | Common Stock | 46,089                     |
| LTIP Units (6)      | (1)                                      | 01/12/2015           | A               |   | 4,987            |                  | (1)(7)           | (1)             | Common Stock | 4,987                      |
| LTIP Units          | (1)                                      |                      |                 |   |                  |                  | (1)              | (1)             | Common Stock | 11,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| HOLLIDAY MARC<br>C/O SL GREEN REALTY CORP.<br>420 LEXINGTON AVENUE<br>NEW YORK, NY 10170 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Marc Holliday  
01/14/2015  
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) Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested 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 "Common Unit"). Each Common Unit acquired upon conversion of a vested 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. LTIP Units are generally not convertible without the consent of the Issuer until two years from the date of the grant. The

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rights to convert vested LTIP Units into Common Units and redeem Common Units do not have expiration dates.

- (2) Represents 87,870 LTIP Units granted in connection with provisions contained in an employment agreement dated as of September 12, 2013 (as amended) between the reporting person and the Issuer (the "Employment Agreement").
- (3) The LTIP Units granted in connection with provisions contained in the Employment Agreement vest on January 17, 2015, subject to continued employment. The vesting of these LTIP Units was subject to performance criteria that were satisfied as a result of 2014 performance.
- (4) Represents LTIP Units issued pursuant to the SL Green Realty Corp. 2014 Long-Term Outperformance Plan (the "2014 Plan").
- (5) The LTIP Units granted pursuant to the 2014 Plan will vest 50% on August 31, 2017, and 50% on August 31, 2018, subject to the achievement of performance criteria and continued employment.
- (6) Represents LTIP Units that had been granted subject to performance-based vesting hurdles for which the compensation committee of the Issuer determined on January 12, 2015, that the performance-based vesting hurdles had been achieved.
- (7) The LTIP Units will vest on June 30, 2015, subject to continued employment.

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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