

SL GREEN REALTY CORP
Form 4
June 21, 2016

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)
06/17/2016

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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SEC 1474
(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 Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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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) | | | | |
|--|--|----------------------|-----------------|---|------------------|------------------|---------------------------------|-----------------|--------------|---------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Class O LTIP Units ⁽¹⁾ _{(2) (3)} | \$ 99.86 ₍₄₎ | 06/17/2016 | A | | 52,500 | | 06/17/2017 ⁽²⁾⁽³⁾⁽⁵⁾ | 06/17/2026 | Common Stock | 5 (1) |
| Class O LTIP Units ⁽¹⁾ _{(2) (3)} | \$ 99.86 ₍₄₎ | 06/17/2016 | A | | 52,500 | | 06/17/2017 ⁽²⁾⁽³⁾⁽⁶⁾ | 06/17/2021 | Common Stock | 5 (1) |

Reporting Owners

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

Signatures

/s/ Marc Holliday
06/21/2016
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) Represents Class O LTIP Units granted in connection with provisions contained in an employment agreement dated as of February 10, 2016 between the reporting person and the Issuer, as previously disclosed.
- The Class O LTIP Units, once vested, may be converted, at the election of the holder, into a number of Class A Units of limited partnership interest in SL Green Operating Partnership, L.P. ("Common Units") determined by the increase in value of a share of the Issuer's Common Stock at the time of conversion over \$99.86, which was the fair market value of a share of the Issuer's Common Stock at the time of grant pursuant to the SL Green Realty Corp. Fourth Amended and Restated 2005 Stock Option and Incentive Plan (the "Plan").
- (2) Each Common Unit acquired upon conversion of vested Class O LTIP Units 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. Class O LTIP Units and the Common Units into which they may be converted generally may not be disposed of without the consent of the Issuer until two years from the date of the grant of the Class O LTIP Units.
- (3)

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- (4) Represents the fair market value of a share of the Issuer's Common Stock at the time of grant, as determined pursuant to the Plan.

The Class O LTIP Units vest on June 17, 2017, subject to the reporting person's continued employment through such date. The rights to convert these Class O LTIP Units into Common Units have a maximum term of ten years. The rights to redeem Common Units do not have expiration dates.

- (5) convert these Class O LTIP Units into Common Units have a maximum term of ten years. The rights to redeem Common Units do not have expiration dates.
- (6) The Class O LTIP Units vest on June 17, 2017, subject to the reporting person's continued employment through such date. The rights to convert these Class O LTIP Units into Common Units have a maximum term of five years. The rights to redeem Common Units do not have expiration dates.

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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