



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

1. Title of Derivative (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	V	(A)	(D)	Date Exercisable	Expiration Date	Title of Underlying Derivative Security (Instr. 3 and 4)	Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
<p>1. 72,450 of these Common Shares were issued as restricted stock under the terms of the Vornado Realty Trust 2002 Omnibus Share Plan (the "Plan"). Of these 72,450 Common Shares, 11,550 Common Shares of restricted stock were granted to Mr. Roth on January 28, 2003, with the shares vesting in equal portions over a five-year period with the remaining three portions vesting in January of 2006, 2007, 2008, and 2009 and (ii) 23,100 Common Shares of restricted stock were granted to Mr. Roth on February 16, 2004, with the shares vesting in equal portions over a five-year period with the remaining four portions vesting in January of 2006, 2007, 2008 and 2009 and (iii) 11,550 Common Shares of restricted stock were granted to Mr. Roth on February 8, 2005, with the shares vesting in equal portions over a five-year period with the first portion vesting on January 20, 2006.</p> <p>2. Restricted shares that have previously vested were elected by Mr. Roth to have been deposited in the Vornado Non-Qualified Deferred Compensation Plan. For Form 4 purposes these shares are no counted toward the amount of securities owned by Mr. Roth following the reported transactions.</p> <p>3. These Common Shares are held by the Daryl and Steven Roth Foundation, over which Mr. Roth holds sole voting and investment power. Mr. Roth disclaims any pecuniary interest in these shares.</p> <p>4. These Common Shares are held by Mr. Roth's spouse. The filing of this Form 4 shall not be deemed an admission that Mr. Roth is the beneficial owner of these Common Shares.</p> <p>5. These Common Shares are held by Interstate Properties, a New Jersey general partnership of which Mr. Roth is a general partner. The filing of this Form 4 shall not be deemed an admission that Mr. Roth is the beneficial owner of these 7,943,000 Common Shares, except to the extent of his pecuniary interest.</p>															
										<u>s/ Steven Roth</u>			<u>10/03/2005</u>		

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**