

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>SMITH ROBERT H</b>  (Last) (First) (Middle) 2345 CRYSTAL DRIVE SUITE 1000  (Street) ARLINGTON VA 22202  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>VORNADO REALTY TRUST [ VNO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman - Smith Division</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/31/2006</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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 Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Units <sup>(1)</sup>	(2)	01/31/2006		J <sup>(3)</sup>		61		12/19/2006	(4)	Common Shares	61	(3)	538,957	D	
Class A Units <sup>(1)</sup>	(2)							(5)	(5)	Common Shares	98,989		98,989	I	By LLC <sup>(6)</sup>
Class A Units <sup>(1)</sup>	(2)							(4)	(4)	Common Shares	1,032,311		1,032,311	I	Held by LLC <sup>(7)</sup>
Class A Units <sup>(1)</sup>	(2)							(5)	(5)	Common Shares	99,344		99,344	I	By Spouse <sup>(8)</sup>
Class A Units <sup>(1)</sup>	(2)							(4)	(4)	Common Shares	34,717		34,717	I	Held By L.P. <sup>(9)</sup>
Class A Units <sup>(1)</sup>	(2)							(4)	(4)	Common Shares	3,714		3,714	I	Held by Inc. <sup>(10)</sup>
Class A Units <sup>(1)</sup>	(2)							(4)	(4)	Common Shares	2,213		2,213	I	Held by Inc. <sup>(11)</sup>
Class A Units <sup>(1)</sup>	(2)							(4)	(4)	Common Shares	3		3	I	Held by Inc. <sup>(12)</sup>
Class A Units <sup>(1)</sup>	(2)							(4)	(4)	Common Shares	5,330		5,330	I	Held by LLC <sup>(13)</sup>
Class A Units <sup>(1)</sup>	(2)							(4)	(4)	Common Shares	115,039		115,039	I	Held by LLC <sup>(14)</sup>

Explanation of Responses:

- Class A units of limited partnership interest of Vornado Realty L.P. (Class A Units").
- Holders of Class A units ("Class A Units") of Vornado Realty L.P. ("VRLP") have the right to have their Class A Units redeemed in whole or in part by VRLP for cash equal to their fair market value, at the time of redemption, of one Common Share of Vornado Realty Trust ("VNO") for each Class A Unit redeemed, or, at the option of VNO, one Common Share of VNO for each Class A Unit tendered for redemption.
- On December 19, 2005, closing occurred under the Contribution Agreement dated May 12, 2005, as amended, among Mr. Smith, Vornado Realty L.P. and certain Vornado Realty Trust affiliates. At the closing, Mr. Smith and certain other partners or members of certain entities contributed their interests in those entities to a subsidiary of Vornado Realty L.P., and in exchange Mr. Smith received the right to receive his pro rata share of Class A Units issued to such contributors. Out of an estimated total 730,265 units to be issued, Mr. Smith will be issued 11,605 units, an increase of 61 units from the number reported in the Form 4 filed on December 21, 2006. This increase was due to post-closing adjustments.
- Class A Units have no expiration date.
- These Class A Units (which were issued on 1/1/02) are immediately redeemable. Class A Units have no expiration date.
- Mr. Smith interest in these Class A Units is held by RCS-II LLC. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- Mr. Smith's interest in these Class A Units is held by RCS-I LLC. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- Mr. Smith disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for the purpose of Section 16 or any other purpose.
- Mr. Smith's interest in these Class A Units is held by 1730 M Street Associates L.P. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- Mr. Smith's interest in these Class A Units is held by CESC Downtown Member Inc. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- Mr. Smith's interest in these Class A Units is held by Gateway III Inc. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- Mr. Smith's interest in these Class A Units is held by Park Four, Inc. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

13. Mr. Smith's interest in these Class A Units is held by MC Associates LLC. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.  
14. Mr. Smith's interest in these Class A Units is held by MCI Associates LLC. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

/s/ Robert H. Smith

01/04/2007

\*\* Signature of Reporting Person

Date

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.**