

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed 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* <u>Langer Barry</u>  (Last) (First) (Middle) <u>C/O VORNADO REALTY TRUST</u> <u>888 7TH AVENUE</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/05/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>VORNADO REALTY TRUST [ VNO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP - Dev. Co-Head of R.E.</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Shares</u>	<u>11,965.59</u>	<u>D</u>	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Class A Units</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Shares</u>	<u>15,860</u>	<u>(1)</u>	<u>D</u>
<u>Options (Right to Buy)</u>	<u>03/11/2011</u>	<u>03/11/2020</u>	<u>Common Shares</u>	<u>4,133</u>	<u>52.6428</u>	<u>D</u>
<u>Options (Right to Buy)</u>	<u>02/28/2012</u>	<u>02/28/2021</u>	<u>Common Shares</u>	<u>4,317</u>	<u>66.4932</u>	<u>D</u>
<u>Restricted Units<sup>(2)</sup></u>	<u>(3)</u>	<u>(3)</u>	<u>Common Shares</u>	<u>2,238</u>	<u>(2)</u>	<u>D</u>
<u>Restricted Units<sup>(4)</sup></u>	<u>(5)</u>	<u>(5)</u>	<u>Common Shares</u>	<u>745</u>	<u>(4)</u>	<u>D</u>
<u>Restricted Units<sup>(6)</sup></u>	<u>(7)</u>	<u>(7)</u>	<u>Common Shares</u>	<u>11,781</u>	<u>(6)</u>	<u>D</u>
<u>Restricted Units<sup>(6)</sup></u>	<u>(8)</u>	<u>(8)</u>	<u>Common Shares</u>	<u>3,313</u>	<u>(6)</u>	<u>D</u>
<u>Restricted Units<sup>(9)</sup></u>	<u>(10)</u>	<u>(10)</u>	<u>Common Shares</u>	<u>6,906</u>	<u>(9)</u>	<u>D</u>
<u>Restricted Units<sup>(9)</sup></u>	<u>(11)</u>	<u>(11)</u>	<u>Common Shares</u>	<u>3,108</u>	<u>(9)</u>	<u>D</u>
<u>Restricted Units<sup>(12)</sup></u>	<u>(13)</u>	<u>(13)</u>	<u>Common Shares</u>	<u>3,489</u>	<u>(12)</u>	<u>D</u>
<u>AO RUs<sup>(14)</sup></u>	<u>(15)</u>	<u>01/12/2028</u>	<u>Common Shares</u>	<u>11,948</u>	<u>(14)</u>	<u>D</u>
<u>AO RUs<sup>(16)</sup></u>	<u>(17)</u>	<u>01/14/2029</u>	<u>Common Shares</u>	<u>13,251</u>	<u>(16)</u>	<u>D</u>

## Explanation of Responses:

- Class A Units ("Class A Units") of Vornado Realty L.P. (the "Operating Partnership"), are redeemable (subject to certain limitations set forth in the Operating Partnership limited partnership agreement) by the holder for cash equal to the Cash Amount (as defined below) or, at the election of Vornado Realty Trust (the "Issuer"), common shares of beneficial interest ("Common Shares") of the Issuer on a one for one basis or the cash value of such shares (such value, the "Cash Amount"). Subject to the foregoing limitations, Class A Units are immediately redeemable and do not have expiration dates.
- On January 14, 2015, the reporting person received a grant of Restricted Units (the "Restricted Units") of the Operating Partnership. The Restricted Units are a class of units of the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units. See note (1) for a discussion of Class A Units.
- These Restricted Units vested on January 10, 2019.
- On January 14, 2016, the reporting person received a grant of restricted units (the "Restricted Units") of the Operating Partnership. The Restricted Units are a class of units of the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units. See note (1) for a discussion of Class A Units.
- The remaining Restricted Units vest on January 10, 2020.
- On January 13, 2017, the reporting person received a grant of restricted units (the "Restricted Units") of the Operating Partnership. The Restricted Units are a class of units of the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units. See note (1) for a discussion of Class A Units.
- These Restricted Units vest on January 10, 2021.
- 1,656 of these units are vested. The remaining Restricted Units vest in equal portions over a two-year period with the initial vesting occurring on January 10, 2020.
- On January 12, 2018, the reporting person received a grant of restricted units (the "Restricted Units") of the Operating Partnership. The Restricted Units are a class of units of the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units. See note (1) for a discussion of Class A Units.
- These Restricted Units vest on January 10, 2022.
- 777 of these units are vested. The remaining Restricted Units vest in equal portions over a three-year period with the initial vesting occurring on January 10, 2020.
- On January 14, 2019, the reporting person received a grant of restricted units (the "Restricted Units") of the Operating Partnership. The Restricted Units are a class of units of the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units. See note (1) for a discussion of Class A Units.
- These Restricted Units vest in equal portions over a four-year period with the initial vesting occurring on January 10, 2020.

14. On January 12, 2018, the reporting person received a grant of appreciation only restricted units (the "AO RUs") of the Operating Partnership. The AO RUs are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting, are convertible by the holder into an equivalent number of Class A Units determined by reference to the increase in the value of a Common Share at the time of conversion over the value of a Common Share at the time of grant. See note (1) for a discussion of Class A Units.

15. The AO RUs vest in equal portions over a four-year period. The initial vesting occurred on January 10, 2019. The right to convert the AO RUs into Class A units has a maximum term of 10 years. The right to redeem Class A Units does not have an expiration date. See note (1) for a discussion of Class A Units.

16. On January 14, 2019, the reporting person received a grant of appreciation only restricted units (the "AO RUs") of the Operating Partnership. The AO RUs are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting, are convertible by the holder into an equivalent number of Class A Units determined by reference to the increase in the value of a Common Share at the time of conversion over the value of a Common Share at the time of grant. See note (1) for a discussion of Class A Units.

17. The AO RUs vest in equal portions over a four-year period with the initial vesting occurring on January 10, 2020. The right to convert the AO RUs into Class A units has a maximum term of 10 years. The right to redeem Class A Units does not have an expiration date. See note (1) for a discussion of Class A Units.

/s/ Steven Santora, Attorney in  
Fact

04/15/2019

\*\* 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 5 (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.**

POWER OF ATTORNEY

Know all persons by these presents, that the undersigned, Barry Langer, hereby constitutes and appoints each of Joseph Macnow, Alan J. Rice, Steven Santora and Sean Sherman, signing singly, the undersigned's true and lawful attorney-in-fact and agent in any and all capacities to:

1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or trustee of Vornado Realty Trust (the "Company"), Form ID and Forms 3, 4 and 5 in accordance with the undersigned's instructions and Section 16(a) of the Securities Exchange Act of 1934 and the rules under that Act;

2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form ID, 3, 4 or 5, complete and execute any amendment or amendments to those forms, and timely file those forms with the United States Securities and Exchange Commission, any stock exchange or similar authority and the Company; and

3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain any terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers granted in this Power of Attorney, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation. The undersigned hereby ratifies and confirms all that the attorney-in-fact, or the attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or any liabilities that may be associated therewith.

The undersigned agrees that the attorneys-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the attorneys-in-fact against any losses, claims, damages, or liabilities (or actions in these respects) that arise out of or are based upon any action taken or omitted to be taken hereunder in good faith or that arise out of or are based upon any untrue statement or omission of necessary facts in the information provided by the undersigned to the attorney-in-fact for purposes of executing, acknowledging, delivering, or filing Forms ID, 3, 4 and 5 (including amendments thereto) and agrees to reimburse the Company and the attorneys-in-fact herein for any legal or other expenses reasonably incurred in connection with investigating or defending against any of those losses, claims, damages, liabilities, or actions. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.  
[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 8th day of April, 2019.

\_\_\_\_\_  
Signature

STATE OF New York

COUNTY OF New York

On the 8th day of April, 2019 before me personally came to me known and known to me to be the individual described in, and who executed the foregoing Power of Attorney, and (s)he acknowledged to me that (s)he executed the same.

\_\_\_\_\_  
Notary Public

My term expires: \_\_\_\_\_