

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>MACNOW JOSEPH</b>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CFO &amp; EVP - Fin &amp; Admin</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/12/2004</b>			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		
888 SEVENTH AVE.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>NEW YORK NY 10019</b>								
(City) (State) (Zip)								

**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			
Common Shares	08/12/2004		S		10,000	D	\$59.52	225,190 <sup>(1)(2)(4)</sup>	D	
Common Shares	08/12/2004		S		12,000	D	\$59.57	213,190 <sup>(1)(2)(4)</sup>	D	
Common Shares	08/12/2004		S		9,900	D	\$59.55	203,290 <sup>(1)(2)(4)</sup>	D	
Common Shares	08/12/2004		S		2,000	D	\$59.61	201,290 <sup>(1)(2)(4)</sup>	D	
Common Shares	08/12/2004		S		1,700	D	\$59.56	199,590 <sup>(1)(2)(4)</sup>	D	
Common Shares	08/13/2004		S		11,100	D	\$59.45	188,490 <sup>(1)(3)(4)</sup>	D	
Common Shares	08/13/2004		S		17,500	D	\$59.42	170,990 <sup>(1)(3)(4)</sup>	D	
Common Shares	08/13/2004		S		10,000	D	\$59.32	160,990 <sup>(1)(3)(4)</sup>	D	
Common Shares	08/13/2004		S		12,000	D	\$59.3	148,990 <sup>(1)(3)(4)</sup>	D	
Common Shares	08/13/2004		S		10,000	D	\$59.29	138,990 <sup>(1)(3)(4)</sup>	D	
Common Shares	08/13/2004		S		10,000	D	\$59.26	128,990 <sup>(1)(3)(4)</sup>	D	
Common Shares	08/13/2004		S		2,000	D	\$59.25	126,990 <sup>(1)(3)(4)</sup>	D	
Common Shares	08/13/2004		S		12,000	D	\$59.23	114,990 <sup>(1)(3)(4)</sup>	D	
Common Shares	08/13/2004		S		10,000	D	\$59.2	104,990 <sup>(1)(3)(4)</sup>	D	
Common Shares	08/13/2004		S		3,000	D	\$59.18	101,990 <sup>(1)(3)(4)</sup>	D	
Common Shares	08/13/2004		S		1,000	D	\$59.13	100,990 <sup>(1)(3)(4)</sup>	D	

**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					

**Explanation of Responses:**

- 8,490 of these Common Shares are "restricted stock" under the terms of the Vornado Realty Trust 2002 Omnibus Share Plan. Of these 8,490 Common Shares (i) 4,800 Common Shares of restricted stock were granted to Mr. Macnow on January 28, 2003, and vest in equal portions over a five-year period beginning January 2004 and (ii) 3,690 Common Shares of restricted stock were granted to Mr. Macnow on February 6, 2004, and vest in equal portions over a five-year period beginning January 2005.
- Number of shares beneficially owned as of August 12, 2004.
- Number of shares beneficially owned as of August 13, 2004.
- Number of shares beneficially owned excludes 210,983 underlying options (of which 177,970 are currently exercisable) previously granted to Mr. Macnow.

/s/ Joseph Macnow

08/13/2004

\*\* Signature of Reporting Person

Date

\* 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.**