

**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
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1. Name and Address of Reporting Person* <u>MATHRANI SANDEEP</u>  (Last) (First) (Middle) <u>888 SEVENTH AVENUE</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VORNADO REALTY TRUST [ VNO ]</u>	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) <u>Ex. V. Prs. Ret. Re. Est. Div.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2004</u>	
	4. 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 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	02/19/2004		D		1,200	D	(1)	11,179 <sup>(2)</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						Title
Phantom Unit	(3)	02/19/2004		A		1,200		(4)	(5)	Common Shares	1,200	\$55.15	1,200	D	
Options (Right to Buy)	(6)(7)							(8)	03/05/2012	Common Shares	(9)		4,786 <sup>(9)</sup>	D	
Options (Right to Buy)	(10)							(10)	03/05/2012	Common Shares	(10)		143,742 <sup>(10)</sup>	D	

**Explanation of Responses:**

- Mr. Mathrani elected to defer the receipt of these Common Shares, which were granted to him pursuant to the Vornado Realty Trust 2002 Omnibus Share Plan (the "Plan"), in accordance with the terms of the Vornado Nonqualified Deferred Compensation Plan (the "Deferred Compensation Plan").
- 8,800 of these Common Shares are "restricted stock" under the terms of the Plan. Of these 8,800 Common Shares, (i) 4,800 Common Shares of restricted stock were granted to Mr. Mathrani on January 28, 2003. Twenty-five percent of these 4,800 Common Shares of restricted stock will vest on the 20th of January, or the first business day thereafter, of each of 2005, 2006, 2007 and 2008, subject to the terms of the Plan; and (ii) 4,000 Common Shares of restricted stock were granted to Mr. Mathrani on February 6, 2004. Twenty percent of these 4,000 Common Shares of restricted stock will vest on the 20th of January, or the first business day thereafter, of each of 2005, 2006, 2007, 2008 and 2009, subject to the terms of the Plan.
- 1 for 1.
- Immediately.
- These units are to be settled in cash on December 31, 2008 subject to the terms of the Deferred Compensation Plan.
- On March 2, 2004, the compensation committee of Vornado Realty Trust adjusted the outstanding options of the company to reflect the payment of two extraordinary dividends to its holders of Common Shares, each equal to \$0.16 per Common Share (the "Adjustment").
- As a result of the Adjustment, the exercise price of these options on Common Shares granted to Mr. Mathrani on March 5, 2002 was reduced from \$42.0200 to \$41.7780.
- 2,393 of these options on Common Shares will vest on March 5, 2004; the remaining 2,393 of these Common Shares will vest on March 5, 2005.
- As a result of the Adjustment, the number of options on Common Shares held by Mr. Mathrani on March 5, 2002 at an exercise price of \$41.7780, which were granted to him on March 5, is 4,786, of which 2,393 shares had vested, with 2,393 shares vesting on March 5, 2004 and the remaining 2,393 vesting on March 5, 2005.
- The remaining 143,742 options on Common Shares granted to Mr. Mathrani on March 5, 2002, which will vest in equal parts on each of March 5, 2004 and March 5, 2005, have the initial exercise price of \$42.02.

/s/Sandeep Mathrani

03/04/2004

\*\* 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.