SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

Falanga Mark	2. Date of Event Requiring Statement (Month/Day/Year) 07/26/2011		3. Issuer Name and Ticker or Trading Symbol <u>VORNADO REALTY TRUST</u> [VNO]					
(Last) (First) (Middle) C/O VORNADO REALTY TRUST 888 7TH AVENUE			4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below)	n(s) to Issue 10% Owne Other (spe below)	r (Mor cify 6. In	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) NEW YORK NY 10019 (City) (State) (Zip)			President-Merch. Mar	rt Division	_ · · ·	Form filed by	y One Reporting Person y More than One erson	
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)				Beneficial Ownership	
Common Shares			5,007.63 ⁽¹⁾	D				
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)		d 3. Title and Amount of Securit Underlying Derivative Securit		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiratio Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Options (Right to Buy)	01/28/2003	01/28/201	2 Common Shares	1,671	41.285	D		
Options (Right to Buy)	02/08/2006	02/08/201	5 Common Shares	2,534	70.2986	D		
Options (Right to Buy)	01/20/2008	03/07/201	7 Common Shares	2,006 ⁽²⁾	121.58	D		
Options (Right to Buy)	01/20/2009	02/20/201	8 Common Shares	2,757 ⁽³⁾	86.195	D		
Options (Right to Buy)	02/27/2010	02/27/201	9 Common Shares	6,000 ⁽⁴⁾	33.815	D		
Options (Right to Buy)	02/27/2012	02/28/202	1 Common Shares	2,002(5)	91.695	D		
Restricted Units	(6)	(6)	Common Shares	720	(7)	D		
Restricted Units	(8)	(8)	Common Shares	1,100	(9)	D		
Restricted Units	(10)	(10)	Common Shares	436	(11)	D		

Explanation of Responses:

1. 45 of these Common Shares were isssued as restricted stock and remain unvested under the terms of the Vornado Realty Trust Omnibus Share Plan, with each original grant vesting in equal portions over a five year period. These 45 Common Shares vest in January of 2012.

2. These options vested ratably over a five-year period. 1,604 of these options are vested and 402 will vest in January of 2012.

3. These options vested ratably over a five-year period. 1,654 of these options are vested, 551 will vest in January of 2012 and 552 will vest in January of 2012.

4. These options vested ratably over a five-year period. 2,400 of these options are vested; 1,200 will vest in January of 2012; 1,200 will vest in January of 2013 and 1,200 will vest in January of 2013.

5. These options vest ratably over a four-year period with the first vesting occurring on February 27, 2012.

6. On February 27, 2009, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of the Company. 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 of the Operating Partnership ("Class A Units"). Class A Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, Common Shares of the Company on a one-for-one basis or the cash value of such shares.

7. The remaining unvested Restricted Units vest in equal portions over a three-year period with the initial vesting occurring on February 27, 2012.

8. On March 11, 2010, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of the Company. 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 of the Operating Partnership"). Class A Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, Common Shares of the Company on a one-for-one basis or the cash value of such shares.

9. 275 of these units are vested. The remaining Restricted Units vest in equal portions over a three-year period with the initial vesting occurring on February 27, 2012.

10. On February 28, 2011, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of the Company. 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 of the Operating Partnership ("Class A Units"). Class A Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, Common Shares of the Company on a one-for-one basis or the cash value of such shares.

11. These Restricted Units vest in equal portions over a four-year period with the initial vesting occurring on February 27, 2012.

/s/ Steven Santora, Attorney in 08/03/2011

<u>08/0.</u>

** Signature of Reporting Person Date

Fact

 * 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, Mark Falanga, hereby constitutes and appoints each of Joseph Macnow, Steven Santora and Alan J. Rice, signing singly, the undersigned's true and lawful attorney-in-fact and agent in any and all capacities to:

- 1. execute for an on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Alexander's, Inc. (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 (as amended, the "Act") 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 or 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 grants to each attorney-in-fact full power and authority to delegate any or all of the foregoing powers to any person or persons whom the attorney-in-fact may select. 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 Act 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 Company and the attorneys-in-fact (and any persons to whom they delegate the powers granted herein) against 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 or 5 (including amendments thereto)

and agrees to reimburse the Company and the attorneys-in-fact herein (and any persons to whom they delegate the powers herein granted) 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]

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 26th day of July, 2011.

<u>Mark Falanga</u> Signature

STATE OF NEW YORK) ss.: COUNTY OF NEW YORK)

On the 26th day of July, 2011 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.

My term expires: _____>

ILONA JACQUELINE WILLIAMS NOTARY PUBLIC State of New York No. 01-WI604438 Qualified - Richmond County Commission Exp. July 3, 2014

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