SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

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obligations may continue. See Instruction 1(b).	F

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

iled 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>WIGHT RUSSELL B JR</u>			2. Issuer Name and Ticker or Trading Symbol <u>VORNADO REALTY TRUST</u> [VNO]		ationship of Reporting Pe (all applicable) Director	erson(s) to Issuer 10% Owner			
(Last) 888 SEVENTH	(First) AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2020		Officer (give title below)	Other (specify below)			
(Street) NEW YORK (City)	ORK NY 10019 (State) (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	 6. Individual or Joint/Group Filing (Check Ap Line) X Form filed by One Reporting Person Form filed by More than One Reported Person 				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	if any	Code (ction	4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(3 , P , P , P ,														
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. Transa Code (8)		of Expiration Date Derivative (Month/Day/Year) Securities Acquired		Amount of Securities		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				
Restricted Units ⁽¹⁾	(1)	05/14/2020		A		5,310		(2)	(2)	Common Shares	5,310	(1)	5,310	D	

Explanation of Responses:

1. On May 14, 2020, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of Vornado Realty Trust (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 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.

2. These Restricted Units vest immediately. These units are not transferable until the reporting person is no longer serving as a member of the Company's Board of Trustees, other than in connection with a conversion of the Restricted Units to Class A Units and a redemption of such Class A Units for Common Shares. Any Common Shares issued in connection with such a redemption must be held by the reporting person until such person is no longer a member of the Company's Board of Trustees.

> /s/ Steven Santora, Attorney in 05/18/2020 Fact

** 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.