

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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:	3235-0362
Estimated average burden hours per response:	1.0

1. Name and Address of Reporting Person* <b>SMITH ROBERT H</b>  (Last) (First) (Middle) <b>2345 CRYSTAL DRIVE</b> <b>SUITE 1000</b>  (Street) <b>ARLINGTON VA 22202</b>  (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman - Smith Division</b>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2007</b>	
	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 <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Shares	01/08/2007		J4 <sup>(1)</sup>	585	A	\$0	11,093	D	
Common Shares	05/03/2007		S4	350	D	\$120.37	10,743	D	
Common Shares	05/03/2007		S4	100	D	\$120.32	10,643	D	
Common Shares	05/03/2007		S4	3,500	D	\$120.3	5,813 <sup>(2)</sup>	D	
Common Shares	11/17/2006		J4 <sup>(3)</sup>	3,714	A	\$0	3,714	I	Held by corporation <sup>(4)</sup>
Common Shares	12/22/2006		S4	3,500	D	\$120.75	214	I	Held by corporation <sup>(4)</sup>
Common Shares	12/22/2006		S4	214	D	\$121	0	I	Held by corporation <sup>(4)</sup>
Common Shares	11/17/2006		J4 <sup>(3)</sup>	2,213	A	\$0	2,213	I	Held by corporation <sup>(5)</sup>
Common Shares	12/22/2006		S4	200	D	\$121.07	2,013	I	Held by corporation <sup>(5)</sup>
Common Shares	12/22/2006		S4	1,263	D	\$121.16	750	I	Held by corporation <sup>(5)</sup>
Common Shares	01/08/2007		J4 <sup>(6)</sup>	750	D	\$0	0	I	Held by corporation <sup>(5)</sup>
Common Shares	11/17/2006		J4 <sup>(3)</sup>	3	A	\$0	3	I	Held by corporation <sup>(7)</sup>
Common Shares	12/22/2006		S4	3	D	\$121.25	0	I	Held by corporation <sup>(7)</sup>
Common Shares	03/18/2005		J4 <sup>(3)</sup>	75,000	A	\$0	75,000	I	Held by Trust <sup>(10)</sup>
Common Shares	04/29/2005		S4	75,000	D	\$76.5665	0	I	Held by Trust <sup>(10)</sup>

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Units	(8)	11/17/2006		4J <sup>(3)</sup>		3,714	(9)	(9)	Common Shares	3,714	(8)	0	I	Held by corporation <sup>(4)</sup>
Class A Units	(8)	11/17/2006		4J <sup>(3)</sup>		2,213	(9)	(9)	Common Shares	2,213	(8)	0	I	Held by corporation <sup>(5)</sup>
Class A Units	(8)	11/17/2006		4J <sup>(3)</sup>		3	(9)	(9)	Common Shares	3	(8)	0	I	Held by corporation <sup>(7)</sup>
Class A Units	(8)	03/18/2005		4J <sup>(3)</sup>		75,000	(9)	(9)	Common Shares	75,000	(8)	240,920	I	Held by Trust <sup>(10)</sup>
Class A Units	(8)			3			(9)	(9)	Common Shares	98,989		98,989	I	Held by LLC <sup>(11)</sup>
Class A Units	(8)			3			(9)	(9)	Common Shares	1,032,311		1,032,311	I	Held by LLC <sup>(12)</sup>
Class A Units	(8)			3			(9)	(9)	Common Shares	99,344		99,344	I	Held by Spouse <sup>(13)</sup>
Class A Units	(8)			3			(9)	(9)	Common Shares	34,717		34,717	I	Held by L.P. <sup>(14)</sup>
Class A Units	(8)			3			(9)	(9)	Common Shares	5,330		5,330	I	Held by LLC <sup>(15)</sup>
Class A Units	(8)			3			(9)	(9)	Common Shares	115,039		115,039	I	Held by LLC <sup>(16)</sup>

**Explanation of Responses:**

- These securities are 585 common shares of beneficial interest ("Common Shares") of Vornado Realty Trust ("VNO") that were pro rata distributed to Mr. Smith by Gateway III Inc. in the distribution described in footnote 6 of this Form 5.
- This aggregate amount of Common Shares owned directly by Mr. Smith as of the date hereof also reflects 1,330 Common Shares that were withheld to pay withholding taxes in connection with Common Shares that vested on January 22, 2008 (as reported in Mr. Smith's Form 4 filed on 1/24/2008). Therefore, as of the date hereof, Mr. Smith directly beneficially owns 5,813 Common Shares.
- Common Shares were issued upon the redemption and tender of Class A units ("Class A Units") of Vornado Realty L.P. on a one for one basis.
- These securities are held by CESC Downtown Member, Inc., of which Mr. Smith is a shareholder. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest.
- These securities are held by Gateway III Inc., of which Mr. Smith is a shareholder. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest.
- On 1/8/2007, Gateway III Inc. distributed these 750 Common Shares pro rata to its shareholders, of which Mr. Smith received 585 Common Shares. See footnote 1 of this Form 5.
- These securities are held by Park Four, Inc., of which Mr. Smith is a shareholder. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest.
- Class A Units may be redeemed in whole or in part for cash equal to the fair market value, at the time of redemption, of one Common Share for each Class A Unit redeemed or, at the option of VNO, one such Common Share for each Class A Unit tendered for redemption.
- All Class A Units are immediately redeemable (subject to certain limitations set forth in the partnership agreement). Class A Units have no expiration date.
- These securities are held by the Michelle Smith 1997 Trust, of which Mr. Smith's spouse is the sole trustee. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest.
- These securities are held by RCS-II LLC, of which Mr. Smith is a member. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- These securities are held by RCS-I LLC, of which Mr. Smith is a member. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- Mr. Smith disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for the purpose of Section 16 or any other purpose.
- These securities are held by 1730 M Street Associates L.P., of which Mr. Smith is a partner. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- These securities are held by MC Associates L.P., of which Mr. Smith's spouse is the general partner. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- These securities are held by MCII Associates L.P., of which Mr. Smith's spouse is the general partner. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Robert H. Smith

02/14/2008

\*\* 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.**