

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	
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1. Name and Address of Reporting Person* ROTH STEVEN (Last) (First) (Middle) 888 SEVENTH AVENUE (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VORNADO REALTY TRUST [VNO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 03/05/2004	
		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 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 ⁽¹⁾	02/12/2004		G	V	20,000	D	(4)	2,325,600 ⁽⁵⁾	D	
Common Shares ⁽²⁾	02/19/2004		D		7,500	D	(6)	2,318,100 ⁽⁷⁾	D	
Common Shares ⁽³⁾								36,000	I	See Footnote ⁽⁸⁾

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)		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)					

Explanation of Responses:

- Due to a technical error in Edgarizing the Form 4 filed on March 5, 2004, Mr. Roth's holdings of Common Shares as of February 12, 2004 were incorrectly reported as 23,256,000 instead of 2,325,600.
- Due to a technical error in Edgarizing the Form 4 filed on March 5, 2004, Mr. Roth's holdings of Common Shares as of February 19, 2004 were incorrectly reported as 23,181,000 instead of 2,318,100.
- Due to a technical error in Edgarizing the Form 4 filed on March 5, 2004, the number of Common Shares held by Mr. Roth's wife was incorrectly reported as 3,600 instead of 36,000.
- Bona fide gift.
- 60,600 of these Common Shares are "restricted stock" under the terms of the Vornado Realty Trust 2002 Omnibus Share Plan (the "Plan"). Of these 60,600 Common Shares: (i) 37,500 Common Shares of restricted stock were granted to Mr. Roth on January 28, 2003. Twenty percent of these 37,500 Common Shares of restricted stock vested on January 28, 2004 and the remaining 80% will vest in equal amounts 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) 23,100 Common Shares of restricted stock were granted to Mr. Roth on February 6, 2004. Twenty percent of these 23,100 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.
- Mr. Roth elected to defer the receipt of these Common Shares, which were granted to him pursuant to the Plan, in accordance with the terms of the Vornado Nonqualified Deferred Compensation Plan (the "Deferred Compensation Plan").
- 53,100 of these Common Shares are "restricted stock" under the terms of the Plan. Of these 53,100 Common Shares, (i) 30,000 Common Shares of restricted stock were granted to Mr. Roth on January 28, 2003. Twenty-five percent of these 30,000 Common Shares of restricted stock will vest on the 20th of January, or the first business day thereafter, of each of 2005, 2006, 2007 and 2008, subject to the terms of the Plan; and (ii) 23,100 Common Shares of restricted stock were granted to Mr. Roth on February 6, 2004. Twenty percent of these 23,100 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.
- These Common Shares are owned by Mr. Roth's wife. The filing of this Form 4 shall not be deemed an admission that Mr. Roth is the beneficial owner of these 36,000 Common Shares.

Remarks:

CORRECTION OF MISEDGARIZED FORM 4 FILED ON MARCH 5, 2004.

/s/ Steven Roth

03/10/2004

** 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.