

**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

1. Name and Address of Reporting Person* <u>Fascitelli Michael D</u> <hr/> (Last) (First) (Middle) C/O VORNADO REALTY TRUST 888 SEVENTH AVENUE <hr/> (Street) NEW YORK NY 10019 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VORNADO REALTY TRUST [ VNO ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 12/21/2023	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
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
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 <sup>(1)</sup>	12/21/2023		S		262,945	D	\$29.5365 <sup>(2)</sup>	1,306,546	D	
Common Shares <sup>(1)</sup>	12/22/2023		S		196,736	D	\$29.1868 <sup>(3)</sup>	1,109,810	D	
Common Shares <sup>(1)</sup>	12/22/2023		S		140,319	D	\$30.0379 <sup>(4)</sup>	969,491	D	
Common Shares <sup>(1)</sup>								175,878	I	Held by LLC <sup>(5)</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					

**Explanation of Responses:**

1. Common shares of beneficial interest, par value \$.04 per share (the "Common Shares") of Vornado Realty Trust (the "Company").
2. Represents weighted average sale price. These Common Shares were sold at prices ranging from \$29.1600 to \$29.7500, inclusive. Full information regarding the number of shares sold at each separate price within the range will be provided upon request by the Reporting Person to the staff of the Securities and Exchange Commission, the Company, or a security holder of the Company.
3. Represents weighted average sale price. These Common Shares were sold at prices ranging from \$28.8950 to \$29.5800, inclusive. Full information regarding the number of shares sold at each separate price within the range will be provided upon request by the Reporting Person to the staff of the Securities and Exchange Commission, the Company, or a security holder of the Company.
4. Represents weighted average sale price. These Common Shares were sold at prices ranging from \$29.6000 to \$30.3850, inclusive. Full information regarding the number of shares sold at each separate price within the range will be provided upon request by the Reporting Person to the staff of the Securities and Exchange Commission, the Company, or a security holder of the Company.
5. Mr. Fascitelli disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Fascitelli is the beneficial owner of these securities for the purpose, except to the extent of the Mr. Fascitelli's pecuniary interest.

/s/ Ryan Saum, Attorney-in-Fact      12/26/2023

\*\* 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.**