## SEC Form 4

 $\Box$ 

## FORM 4

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).                      |

## 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: 3235-0       |     |  |  |  |  |  |  |  |  |
| Estimated average burden |     |  |  |  |  |  |  |  |  |
| hours per response:      | 0.5 |  |  |  |  |  |  |  |  |

| 1. Name and Address of Reporting Person |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>VORNADO REALTY TRUST [ VNO ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                                     |                       |  |  |  |
|---|---------|----------|--|--|-------------------------------------|-----------------------|--|--|--|
| MACNOW JOSEPH                           |         |          |  |  | Director                            | 10% Owner             |  |  |  |
|   |         |          |  | x  | Officer (give title<br>below)       | Other (specify below) |  |  |  |
| (Last)                                  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/13/2003                     |  | ,                                   | ,                     |  |  |  |
| 888 SEVENTH AVENUE                      |         |          | 11/13/2003   |  | Exec. VPFinance                     | e, CFO                |  |  |  |
| (Street)                                |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           | 6. Indiv<br>Line)  | idual or Joint/Group Filing ((      | Check Applicable      |  |  |  |
| NEW YORK                                | NY      | 10019    |  | X  | Form filed by One Report            | ing Person            |  |  |  |
| (City)                                  | (State) | (Zip)    |  |  | Form filed by More than C<br>Person | One Reporting         |  |  |  |
| (City)                                  | (State) | (Zip)    |  |  |                                     |                       |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3)                           | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |        | ansaction Disposed C<br>ode (Instr. |        | Acquired<br>(D) (Instr             | I (A) or<br>. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|--|---|--------|-------------------------------------|--------|------------------------------------|---------------------------|---|---|---|
|   | Code V                                     |   | Amount | (A) or<br>(D)                       | Price  | Transaction(s)<br>(Instr. 3 and 4) |                           | (1130. 4)   |   |   |
| common shares of beneficial interest<br>("Common Shares") | 11/13/2003                                 |   | м      |                                     | 24,296 | A                                  | \$26.2812                 | 256,996 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | М      |                                     | 67,604 | A                                  | \$33.5625                 | 324,600 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 1,000  | D                                  | \$52.49                   | 323,600 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 6,000  | D                                  | \$52.5                    | 317,600 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 4,500  | D                                  | \$52.51                   | 313,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 3,000  | D                                  | \$52.52                   | 310,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 6,000  | D                                  | \$52.53                   | 304,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 2,000  | D                                  | \$52.54                   | <b>302,100</b> <sup>(1)</sup>   | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 6,000  | D                                  | \$52.55                   | 296,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 4,000  | D                                  | \$52.56                   | 292,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 2,000  | D                                  | \$52.57                   | 290,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 8,000  | D                                  | \$52.58                   | 282,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 17,000 | D                                  | \$52.59                   | 265,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 9,000  | D                                  | \$52.6                    | 256,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 7,000  | D                                  | \$52.61                   | 249,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 5,000  | D                                  | \$52.62                   | 244,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 6,000  | D                                  | \$52.63                   | 238,100 <sup>(1)</sup>  | D   |   |
| Common Shares   | 11/13/2003                                 |   | S      |                                     | 5,400  | D                                  | \$52.93                   | 232,700 <sup>(1)</sup>  | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-----|--------|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D)    | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Options<br>(right to<br>buy)                        | \$26.2812   | 11/13/2003                                 |   | М                            |   |     | 24,296 | (2)  | 01/29/2007         | Common<br>Shares  | 24,296                                 | (3)   | 3,804  | D  |  |
| Options<br>(right to<br>buy)                        | \$33.5625   | 11/13/2003                                 |   | М                            |   |     | 67,604 | (2)  | 02/16/2009         | Common<br>Shares  | 67,604                                 | (4)   | 57,396   | D  |  |

Explanation of Responses:

1. 6,000 of these Common Shares are "restricted stock" under the terms of the Vornado Realty Trust 2002 Omnibus Share Plan. Twenty percent of these 6,000 Common Shares will vest on each of January 28, 2004, January 28, 2005, January 28, 2006, January 28, 2007 and January 28, 2008, subject to the terms of the plan.

- 2. Immediately.
- 3. Granted on January 30, 1997.
- 4. Granted on February 16, 1999.

/s/ Joseph Macnow

11/14/2003

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\ast}$  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.