FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| l | OMB APPROVAL |         |  |  |  |  |  |  |  |  |  |
|---|--------------|---------|--|--|--|--|--|--|--|--|--|
|   | OMB Number:  | 3235-02 |  |  |  |  |  |  |  |  |  |

87 Estimated average burden 0.5 hours per response:

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

(State)

(Zip)

# 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 5. Relationship of Reporting Person(s) to Issuer Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person\* (Check all applicable) VORNADO REALTY TRUST [ VNO ] SILVERSTEIN WENDY Director 10% Owner Officer (give title Other (specify X below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) 10/13/2010 **EVP - Capital Markets** 888 SEVENTH AVENUE 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) **NEW YORK** 10019 NY Form filed by One Reporting Person Form filed by More than One Reporting Person (City)

| lable 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) | ate, Transaction<br>Code (Instr. |   |        |               |             | 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)                                        |                                                                   | (111511. 4)                                                       |  |  |
| Common Shares                                                                    | 10/13/2010                                 |                                                             | J <sup>(1)</sup>                 |   | 25,442 | A             | \$0         | 26,302(1)                                                                 | D                                                                 |                                                                   |  |  |
| Common Shares                                                                    | 10/13/2010                                 |                                                             | S                                |   | 6,000  | D             | \$88.186(4) | 20,302 <sup>(5)</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 |                                                     |                                                                                                                            |                                                                          |                                                                    |
| Class A<br>Units                                    | (2)                                                                   | 10/13/2010                                 |                                                             | J <sup>(1)</sup>             |   |     | 25,442 | (3)                                                            | (3)                | Common<br>Shares                                                                              | 25,442                                 | (2)                                                 | 0                                                                                                                          | D                                                                        |                                                                    |

### **Explanation of Responses:**

- 1. Common shares of beneficial interest, par value \$.04 per share (the "Common Shares"), of Vornado Realty Trust 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. Except for dispositions to pay applicable capital gain income taxes arising out of the October 13, 2010 redemption and acquisiton reported herein, 25,442 of these common shares are subject to restrictions on transfer imposed by Vornado Realty Trust of which 1,039 common shares expire on April 1, 2011, 18,583 common shares expire on March 14, 2011 and 1,940 expire on March 31, 2011, 1,940 on March 31, 2012 and 1,940 expire on March 31, 2013.
- 2. Class A Units may be redeemed at the election of the holder, 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 Vornado Realty Trust, one such Common Share for each Class A Unit tendered for redemption
- 3. These Class A Units are immediately redeemable (subject to certain limitations set forth in the Vornado Realty L.P.'s limited partnership agreement). Class A Units have no expiration date.
- 4. Represents weighted average sale price. These Common Shares were sold through the execution of a single market order at prices ranging between \$88.17 and \$88.21. Full information regarding the number of shares sold at each separate price will be provided by the reporting person upon request to the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- 5. Common shares of beneficial interest, par value \$.04 per share (the "Common Shares"), of Vornado Realty Trust 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. 19,442 of these common shares are subject to restrictions on transfer imposed by Vornado Realty Trust of which 794 common shares expire on April 1, 2011, 14,201 common shares expire on March 14, 2011 and 1,482 expire on March 31, 2012 and 1,483 expire on March 31, 2013.

/s/ Steven Santora, Attorney in

10/15/2010

\*\* 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.