SEC Form 4	
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## 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 193or Section 30(h) of the Investment Company Act of 1940

OMB APPRO	JVAL
OMB Number:	3235-0287
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hours ner resnonse.	05

4	nours per response:	0.5
	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	

			2. Issuer Name and Ticker or Trading Symbol VORNADO REALTY TRUST [ VNO ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				X	Director	10% Owner		
(Last) 888 SEVENTH	(First) AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/07/2009		Officer (give title below)	Other (specify below)		
,			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filin	g (Check Applicable		
(Street) NEW YORK	NY	10019		X	Form filed by One Rep	orting Person		
ļ ,					Form filed by More that Person	n One Reporting		

### 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. Transa Code ( 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code V		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Shares	10/07/2009		S		4,384	D	\$61.5767(10)	1,080,782 <sup>(2)</sup>	D	
Common Shares	12/14/2009		A <sup>(1)</sup>		3,918	A	\$ <mark>0</mark>	1,034,701 <sup>(2)</sup>	D	
Common Shares	12/14/2009		A <sup>(1)</sup>		3	A	\$ <mark>0</mark>	1,034	I	Held by children <sup>(6)</sup>
Common Shares	12/14/2009		A <sup>(1)</sup>		56	A	\$0	15,541	I	Held by spouse <sup>(7)</sup>
Common Shares	12/14/2009		A <sup>(1)</sup>		48	A	\$0	13,495	I	Held by foundation <sup>(8)</sup>
Common Shares	12/14/2009		A <sup>(1)</sup>		20,261	A	\$ <mark>0</mark>	5,607,174	Ι	Held by Partnership <sup>(9</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. Transa Code ( 8)		of		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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Units	(4)	12/14/2009		A <sup>(3)</sup>		6		(5)	(5)	Common Shares	6	(4)	30	D	

#### Explanation of Responses:

1. These Common Shares were acquired in connection with the regular quarterly dividend paid by Vornado Realty Trust on December 14, 2009 in the form of cash and Common Shares of Vornado Realty Trust to all holders of Vornado Realty Trust Common Shares.

2. 123 of these Common Shares were issued as restricted stock and remain unvested under the terms of the Vornado Realty Trust Omnibus Share Plan. Of these 123 Common Shares, (i) 61 Common Shares of restricted stock remain to vest in January of 2010 and (ii) 62 Common Shares of restricted stock remain to vest in January of 2011.

3. The Class A Units ("Class A Units") of Vornado Realty L.P. were acquired in connection with the regular quarterly distribution paid pro rata on December 14, 2009 by Vornado Realty L.P. to holders of Limited Partnership Units in the form of cash and Class A Units.

4. 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.

5. All Class A Units distributed on December 14, 2009 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

6. The Reporting Person 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

7. These Common Shares are held by Mr. Wight's spouse. The filing of this Form 4 shall not be deemed an admission that Mr. Wight is the beneficial owner of the Common Shares.

8. These shares of Common Stock are held by the Wight Foundation, a charitable organization, over which Mr. Wight holds sole voting and investment power. Mr. Wight disclaims any pecuniary interest in these Common Shares

9. These Common Shares are held by Interstate Properties, a New Jersey general partnership of which Mr. Wight is a general partner. The filing of this Form 4 shall not be deemed an admission that Mr. Wight is the beneficial owner of these 5,607,174 Common Shares, except to the extent of his pecuniary interest.

10. Represents weighted average sale price. These Common Shares were sold through the execution of a single market order at prices ranging between \$61.56 and \$61.5907. 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.

> /s/ Steven Santora, Attorney in 12/16/2009 **Fact**



\*\* Signature of Reporting Person

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.