SEC For									VOLLAN								
	FORM	4	UNITED S		E9 3	SECUI		5 AND E gton, D.C. 205				SION		OMB	APPRO	/AL	
Section 16. Form 4 or Form 5 obligations may continue. See						Dependence of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940								OMB Number:         3235-0287           Estimated average burden            hours per response:         0.5			
1. Name and Address of Reporting Person <sup>*</sup> <u>ROTH STEVEN</u>					2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) C/O VORNADO REALTY TRUST					3. Date of Earliest Transaction (Month/Day/Year) 12/01/2023							X     Director     10% Owner       X     Officer (give title below)     Other (specify below)       CHAIRMAN AND CEO					
888 SEV			4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person							
(Street) NEW Y	ORK N	Y	10019									Form filed by More than One Reporting Person					
(City)	(5	itate)	(Zip)		Rule	10b5-	-1(c)	Fransacti	on Indic	ation			applicable) Director 10% Owner Difficer (give title Other (specify below) CHAIRMAN AND CEO al or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person Luction or written plan that is intended to satisfy the ned Amount of curities neficially with pollowing ported nasaction(s) Direct (I) (Instr. 4) Direct (I) (Instr. 4)				
					Che affir	eck this bo rmative def	k to indica	te that a transa ditions of Rule 1	ction was mad 0b5-1(c). See	te pursuant te Instruction	o a contract, 10.	instruction or	written plan	that is	intended to	satisfy the	
		т	able I - Non-D	eriva	tive S	ecuriti	es Acc	uired, Dis	posed of	, or Ben	eficially	Owned					
1. Title of	Security (Inst	r. 3)	Da	2. Transaction Date (Month/Day/Ye		2A. Deemed Execution Date, if any (Month/Day/Year		Transaction Disposed C Code (Instr.		es Acquired (A) or Of (D) (Instr. 3, 4 and 5)		Securities Fe Beneficially (D Owned Following (I)		Form: (D) or	Direct I Indirect I tr. 4)	ndirect Beneficial Dwnership	
								Code V	Amount	(A) or (D)	Price	Reported Transactio (Instr. 3 an				Instr. 4)	
			Table II - De (e.					ired, Disp options, d				wned					
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		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
						Disposed (Instr. 3,	d of (D) 4 and 5)			(Instr. 3 ar					(i) (insu. 4)		
				Code	v	Disposed (Instr. 3,	d of (D) 4 and 5) (D)	Date Exercisable	Expiration Date	(Instr. 3 ar	Amount or Number of Shares		Following Reported Transactio (Instr. 4)		(i) (instr. 4)		
Restricted Units	(1)	12/01/2023		Code	v	(Instr. 3,	4 and 5)				Amount or Number	(1)	Reported Transaction		(i) (insu: 4) D		
	(1)	12/01/2023			v	(Instr. 3,	4 and 5) (D)	Exercisable	Date	Title Common	Amount or Number of Shares	(1)	Reported Transactio (Instr. 4)				
Units Restricted				М	v	(Instr. 3,	4 and 5) (D) 39,796	Exercisable (1)	(1)	Title Common Shares Common	Amount or Number of Shares 39,796		Reported Transactio (Instr. 4)		D		
Units Restricted Units Restricted	(2)	12/01/2023		M	v	(Instr. 3,	4 and 5) (D) 39,796 47,121	(1) (2)	(1) (2)	Title Common Shares Common Shares Common	Amount or Number of Shares 39,796 47,121	(2)	Reported Transaction (Instr. 4)		D		
Units Restricted Units Restricted Units Restricted Units Restricted Units	(2)	12/01/2023 12/01/2023		M M M	v	(Instr. 3,	4 and 5) (D) 39,796 47,121 18,282	(1) (2) (3)	(1) (2) (3)	Title Common Shares Common Shares Common Shares Common	Amount or Number of Shares 39,796 47,121 18,282	(2)	Reported Transacti (Instr. 4) 0 0 0		D D D		
Units Restricted Units Restricted Units Restricted Restricted	(2) (3) (4)	12/01/2023 12/01/2023 12/01/2023		M M M M		(Instr. 3,	4 and 5) (D) 39,796 47,121 18,282 37,274	Exercisable           (1)           (2)           (3)           (4)	Date           (1)           (2)           (3)           (4)	Title Common Shares Common Shares Common Shares Common Shares	Amount or Number of Shares 39,796 47,121 18,282 37,274	(2) (3) (4)	Reported Transacti (Instr. 4) 0 0 0		D D D D		
Units Restricted Restri	(2) (3) (4) (5)	12/01/2023 12/01/2023 12/01/2023 12/01/2023		M M M M M	v	(Instr. 3,	4 and 5) (D) 39,796 47,121 18,282 37,274 14,957	Exercisable           (1)           (2)           (3)           (4)           (5)	Date           (1)           (2)           (3)           (4)           (5)	Title Common Shares Common Sha	Amount or Number of Shares 39,796 47,121 18,282 37,274 14,957	(2) (3) (4) (5)	Reported Transacti (Instr. 4) 0 0 0 0 0 0	on(s)	D D D D D		
Units Restricted Restri	(2) (3) (4) (5) (6)	12/01/2023           12/01/2023           12/01/2023           12/01/2023           12/01/2023           12/01/2023		M M M M M M	v	(Instr. 3,	4 and 5) (D) 39,796 47,121 18,282 37,274 14,957 7,291	Exercisable           (1)           (2)           (3)           (4)           (5)           (6)	Date           (1)           (2)           (3)           (4)           (5)           (6)	Title Common Shares Common Sha	Amount or Number of Shares           39,796           47,121           18,282           37,274           14,957           7,291	(2) (3) (4) (5) (6)	Reported Transacti (Instr. 4) 0 0 0 0 0 0 0 0	6	D D D D D D D		
Units Restricted Restricted Units Restricted	(2) (3) (4) (5) (6) (7) (8) (9)	12/01/2023           12/01/2023           12/01/2023           12/01/2023           12/01/2023           12/01/2023           12/01/2023		M M M M M M M		(Instr. 3,	<ul> <li>4 and 5)</li> <li>(D)</li> <li>39,796</li> <li>47,121</li> <li>18,282</li> <li>37,274</li> <li>14,957</li> <li>7,291</li> <li>98,178</li> </ul>	Exercisable           (1)           (2)           (3)           (4)           (5)           (6)           (7)           (8)           (9)	Date           (1)           (2)           (3)           (4)           (5)           (6)           (7)           (8)           (9)	Title Common Shares Common Shares Common Shares Common Shares Common Shares Common Shares Common Shares	Amount or Number of Shares           39,796           47,121           18,282           37,274           14,957           7,291           98,178	(2) (3) (4) (5) (6) (7) (8) (9)	Reported Transacti (Instr. 4)           0	6	D D D D D D D D D D		
Units Restricted	(2) (3) (4) (5) (6) (7) (8)	12/01/2023           12/01/2023           12/01/2023           12/01/2023           12/01/2023           12/01/2023           12/01/2023           12/01/2023		M M M M M M M		(Instr. 3,	<ul> <li>4 and 5)</li> <li>(D)</li> <li>39,796</li> <li>47,121</li> <li>18,282</li> <li>37,274</li> <li>14,957</li> <li>7,291</li> <li>98,178</li> <li>57,096</li> </ul>	Exercisable           (1)           (2)           (3)           (4)           (5)           (6)           (7)           (8)	Date           (1)           (2)           (3)           (4)           (5)           (6)           (7)           (8)	Title Common Shares Common Shares Common Shares Common Shares Common Shares Common Shares Common Shares	Amount or Number of Shares           39,796           47,121           18,282           37,274           14,957           7,291           98,178           57,096	(2) (3) (4) (5) (6) (7) (8)	Reported Transacti (Instr. 4)           0           32,722           57,09	6	D D D D D D D D D D D D		

## Explanation of Responses:

1. On January 14, 2015, the reporting person received a grant of Restricted Units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), vesting in four equal annual installments beginning on January 10, 2016. These 39,796 vested Restricted Units are being converted into Class A Units of the Operating Partnership ("Class A Units") on a one-for-one basis pursuant to their terms.

2. On January 13, 2017, the reporting person received a grant of Restricted Units of the Operating Partnership, vesting in four equal annual installments beginning on January 10, 2018. These 47,121 vested Restricted Units are being converted into Class A Units on a one-for-one basis pursuant to their terms.

3. On March 15, 2018, the reporting person received a grant of Restricted Units of the Operating Partnership, vesting in four equal annual installments beginning on March 15, 2019. 18,282 of these vested Restricted Units are being converted into Class A Units on a one-for-one basis pursuant to their terms.

4. On January 14, 2019, the reporting person received a grant of Restricted Units of the Operating Partnership, vesting in four equal annual installments beginning on January 10, 2020. 37,274 of these vested Restricted Units are being converted into Class A Units on a one-for-one basis pursuant to their terms.

5. On January 13, 2020, the reporting person received a grant of Restricted Units of the Operating Partnership, which vested immediately upon grant. These 14,957 vested Restricted Units are being converted into Class A Units on a one-for-one basis pursuant to their terms.

6. On January 13, 2020, the reporting person received a grant of Restricted Units of the Operating Partnership, which were fully vested by December 31, 2020. These 7,291 vested Restricted Units are being converted into Class A Units on a one-for-one basis pursuant to their terms.

7. On March 30, 2020, the reporting person received a grant of Restricted Units of the Operating Partnership, vesting in four equal annual installments beginning on March 30, 2021. 98,178 of these vested Restricted Units are being converted into Class A Units on a one-for-one basis pursuant to their terms.

8. On January 12, 2021, the reporting person received a grant of Restricted Units of the Operating Partnership, vesting in four equal annual installments beginning on January 10, 2022. 57,096 of these vested Restricted Units are being converted into Class A Units on a one-for-one basis pursuant to their terms.
 9. On January 12, 2021, the reporting person received a grant of Restricted Units of the Operating Partnership, which were fully vested by December 31, 2021. These 22,438 vested Restricted Units are being converted

9. On January 12, 2021, the reporting person received a grant of Resulted Units of the Operating Partnership, which were fully vested by December 31, 2021. These 22,458 vested Resulted Units are being converted into Class A Units on a one-for-one basis pursuant to their terms.

10. On January 20, 2021, the reporting person received a grant of Restricted Units of the Operating Partnership, which vested immediately upon grant. These 26,466 vested Restricted Units are being converted into Class A Units on a one-for-one basis pursuant to their terms.

11. These Class A Units are immediately redeemable (subject to certain limitations set forth in the Operating Partnership limited partnership agreement) by the holder for cash or Common Shares of Vornado Realty Trust (the "Issuer") at the election of the Issuer, on a one for one basis or the cash value of such shares. Class A Units do not have expiration dates.

12. Following the conversions, these Class A Units were contributed by the reporting person to a limited liability company which is managed and controlled solely by the reporting person and all interests therein are held by the reporting person and his spouse. This transfer was exempt from Section 16, including pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended. The reporting person disclaims beneficial ownership of any Class A Units in which he does not have a pecuniary interest.

/s/ Ryan Saum, Attorney-in-Fact 12/01/2023

\*\* 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.