

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>KENNEDY CHRISTOPHER</u> (Last) (First) (Middle) <u>888 SEVENTH AVENUE</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VORNADO REALTY TRUST [VNO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres. Merch. Mart Div.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Options (Right to Buy)	(1)(2)							(3)	01/20/2006	Common Shares (4)		90,521 ⁽⁴⁾	D	
Options (Right to Buy)	(1)(5)							(3)	02/16/2009	Common Shares (6)		8,989 ⁽⁶⁾	D	
Options (Right to Buy)	(1)(7)							(3)	02/03/2010	Common Shares (8)		3,267 ⁽⁸⁾	D	
Options (Right to Buy)	(1)(9)							(10)	01/28/2012	Common Shares (11)		28,711 ⁽¹¹⁾	D	
Options (Right to Buy)	(1)(12)							(3)	01/28/2012	Common Shares (13)		20,787 ⁽¹³⁾	D	
Options (Right to Buy)	(14)							(14)	01/28/2012	Common Shares (14)		20,787 ⁽¹⁴⁾	D	

Explanation of Responses:

- On March 2, 2004, the compensation committee of Vornado Realty Trust adjusted the outstanding options of the company to reflect the payment of two extraordinary dividends to its holders of Common Shares, each equal to \$0.16 per Common Share (the "Adjustment").
- As a result of the Adjustment, the exercise price of the outstanding options on Common Shares granted to Mr. Kennedy on January 20, 1998 was reduced from \$48.4063 to \$48.1275.
- Immediately.
- As a result of the Adjustment, the number of outstanding options on Common Shares granted to Mr. Kennedy on January 20, 1998 was increased from 90,000 to 90,521.
- As a result of the Adjustment, the exercise price of the outstanding options on Common Shares granted to Mr. Kennedy on February 16, 1999 was reduced from \$33.5625 to \$33.3692.
- As a result of the Adjustment, the number of outstanding options on Common Shares granted to Mr. Kennedy on February 16, 1999 was increased from 8,937 to 8,989.
- As a result of the Adjustment, the exercise price of the outstanding options on Common Shares granted to Mr. Kennedy on March 2, 2000 was reduced from \$30.7813 to \$30.6040.
- As a result of the Adjustment, the number of outstanding options on Common Shares granted to Mr. Kennedy on March 2, 2000 was increased from 3,248 to 3,267.
- As a result of the Adjustment, the exercise price of these options on Common Shares which were granted to Mr. Kennedy on January 28, 2002 was reduced from \$42.13 to \$41.8874.
- 26,325 of these options on Common Shares are immediately exercisable; the remaining 2,386 of these options on Common Shares will vest on January 28, 2005.
- As a result of the Adjustment, the number of options on Common Shares held by Mr. Kennedy with an exercise price of \$41.8874, which were granted to him on January 28, 2002, is 28,711.
- As a result of the Adjustment, the exercise price of these options on Common Shares which were granted to Mr. Kennedy on January 28, 2002 was reduced from \$42.13 to \$42.009.
- As a result of the Adjustment, the number of options on Common Shares held by Mr. Kennedy with an exercise price of \$42.009, which were granted to him on January 28, 2002, is 20,787.
- The remaining 20,727 options on Common Shares granted to Mr. Kennedy on January 28, 2002, which will vest on January 28, 2005, have the initial exercise price of \$42.13.

/s/Christopher Kennedy 03/04/2004

** 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.

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