

HOLLIDAY MARC
Form 4
January 19, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLLIDAY MARC

2. Issuer Name and Ticker or Trading Symbol
SL GREEN REALTY CORP [SLG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O SL GREEN REALTY CORP., 420 LEXINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10170

(City) (State) (Zip)

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 or Price		
Common Stock	01/17/2012		M ⁽¹⁾		66,666 A <u>(2)</u>	296,983.2	D
Common Stock	01/17/2012		F		30,899 <u>(3)</u> D \$ 71.53	266,084.2	D
Common Stock	01/17/2012		M ⁽⁴⁾		133,334 A <u>(2)</u>	399,418.2	D
Common Stock	01/17/2012		F		61,799 <u>(5)</u> D \$ 71.53	337,619.2	D
Common Stock						250	I As UGMA custodian

for
daughter

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

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(9-02)**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 Underlying Securities (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	01/17/2012		M ⁽¹⁾		66,666	(1)	(1)	Common Stock	66,666
Restricted Stock Units	(2)	01/17/2012		M ⁽⁴⁾		133,334	(4)	(4)	Common Stock	133,334
Stock Units	(6)	01/18/2012		A		6,414	(7)	(7)	Common Stock	6,414

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLLIDAY MARC C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170	X		Chief Executive Officer	

Signatures

/s/ Marc
Holliday 01/19/2012**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) Represents the issuance of common stock upon the settlement of restricted stock units granted on January 1, 2010 that vested on January 17, 2012 based on the achievement of certain performance criteria. The remaining restricted stock units granted on January 1, 2010 may vest on January 17, 2013 based on the achievement of certain performance criteria. Any restricted stock units that do not vest on or prior to the determination of the achievement of the performance criteria for the period ending January 17, 2013 will be forfeited.

(2) Each restricted stock unit was the economic equivalent of one share of common stock.

(3) Represents shares retained by the Issuer to satisfy withholding obligations on 66,666 shares of common stock issued in settlement of restricted stock units granted to the reporting person on January 1, 2010.

(4) Represents the issuance of common stock upon the settlement of restricted stock units granted on January 1, 2010 that vested on January 17, 2012. The remaining restricted stock units granted on January 1, 2010 will vest on January 17, 2013, subject to the reporting person's continued employment through such vesting date.

(5) Represents shares retained by the Issuer to satisfy withholding obligations on 133,334 shares of common stock issued in settlement of restricted stock units granted to the reporting person on January 1, 2010.

(6) Each stock unit was granted pursuant to a deferred compensation agreement, dated December 18, 2009, entered into between the reporting person and the Issuer (the "Deferred Compensation Agreement") and represents a contingent right to receive the value of one share of common stock of the Issuer (the "Deferred Compensation Amount").

(7) The stock units will vest on January 17, 2013, subject to the reporting person's continued employment through such vesting date. The Deferred Compensation Amount will be delivered to the reporting person no later than 30 days following the earliest of (i) the reporting person's death, (ii) the date of the reporting person's separation from service with the Issuer, and (iii) the effective date of a Change-in-Control (as defined in the Deferred Compensation Agreement).

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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