

Edgar Filing: PRIME GROUP REALTY TRUST - Form SC 13D/A

PRIME GROUP REALTY TRUST
Form SC 13D/A
February 13, 2004

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

SCHEDULE 13D
(Rule 13d-101)

(Amendment No. 20)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Prime Group Realty Trust

(Name of Issuer)

Common Shares of Beneficial Interest,
par value \$0.01 per share

(Title of Class of Securities)

74158J103

(CUSIP Number)

Joseph Macnow
Vornado Realty Trust
888 Seventh Avenue
New York, New York 10019
(212) 894-7000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

With a copy to:
William G. Farrar
Alan Sinsheimer
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

February 10, 2004

(Date of Event Which Requires Filing of This Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [] .

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act.

(Continued on following pages)

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CUSIP NO. 74158J103

PAGE 2 OF 9 PAGES

1. NAME OF REPORTING PERSON: Vornado Realty Trust
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):
22-1657560

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS:
AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Maryland

7. SOLE VOTING POWER
NUMBER OF SHARES 0

8. SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 3,972,447

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
3,972,447

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
3,972,447

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.8% as calculated in accordance with Rule 13d-3(d)(1)

14. TYPE OF REPORTING PERSON
OO (real estate investment trust)

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CUSIP NO. 74158J103

PAGE 3 OF 9 PAGES

1. NAME OF REPORTING PERSON: Vornado Realty L.P.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):
13-3925979
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a) [X]
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	0
	8. SHARED VOTING POWER	3,972,447
	9. SOLE DISPOSITIVE POWER	0
	10. SHARED DISPOSITIVE POWER	3,972,447

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
3,972,447

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.8% as calculated in accordance with Rule 13d-3(d)(1)

14. TYPE OF REPORTING PERSON
PN

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CUSIP NO. 74158J103

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1. NAME OF REPORTING PERSON: Vornado PS, L.L.C.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) [X]

(b) []

-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS:
AF
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
-
- | | |
|----------------------------------------------------------------------------------------|-------------------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. SOLE VOTING POWER
0 |
| | ----- |
| | 8. SHARED VOTING POWER
3,972,447 |
| | ----- |
| | 9. SOLE DISPOSITIVE POWER
0 |
| | ----- |
| | 10. SHARED DISPOSITIVE POWER
3,972,447 |
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
3,972,447
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.8% as calculated in accordance with Rule 13d-3(d)(1)
-
14. TYPE OF REPORTING PERSON
OO (limited liability company)

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AMENDMENT NO. 20 TO SCHEDULE 13D
RELATING TO THE COMMON SHARES OF BENEFICIAL INTEREST OF
PRIME GROUP REALTY TRUST

Vornado Realty Trust ("Vornado"), Vornado Realty L.P. (the "Operating Partnership") and Vornado PS, L.L.C. ("Vornado PS" and, collectively with Vornado and the Operating Partnership, the "Reporting Persons") hereby amend their Statement on Schedule 13D filed with respect to the Common Shares of Beneficial Interest, par value \$0.01 per share ("Common Shares"), of Prime Group Realty Trust, a Maryland real estate investment trust (the "Issuer"). This Amendment No. 20 to Schedule 13D filed on February 11, 2004 ("Amendment No. 20") should be read in conjunction with the Statement on Schedule 13D of the Reporting Persons filed on November 2, 2001 (the "Initial Schedule 13D"), as amended by Amendment No. 1 to Schedule 13D of the Reporting Persons filed on November 20, 2001, by Amendment No. 2 to Schedule 13D of the Reporting Persons filed on December 19, 2001, by Amendment No. 3 to Schedule 13D of the Reporting Persons filed on December 21, 2001, by Amendment No. 4 to Schedule 13D of the

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Reporting Persons filed on December 27, 2001, by Amendment No. 5 to Schedule 13D of the Reporting Persons filed on January 15, 2002, by Amendment No. 6 to Schedule 13D of the Reporting Persons filed on January 31, 2002, by Amendment No. 7 to Schedule 13D of the Reporting Persons filed on February 7, 2002, by Amendment No. 8 to Schedule 13D of the Reporting Persons filed on February 20, 2002, by Amendment No. 9 to Schedule 13D of the Reporting Persons filed on March 29, 2002, by Amendment No. 10 to Schedule 13D of the Reporting Persons filed on April 17, 2002, by Amendment No. 11 to Schedule 13D of the Reporting Persons filed on April 19, 2002, by Amendment No. 12 to Schedule 13D of the Reporting Persons filed on May 1, 2002, by Amendment No. 13 to Schedule 13D of the Reporting Persons filed on May 14, 2002, by Amendment No. 14 to Schedule 13D of the Reporting Persons filed on July 3, 2002, by Amendment No. 15 to Schedule 13D of the Reporting Persons filed on December 23, 2002, by Amendment No. 16 to Schedule 13D of the Reporting Persons filed on May 27, 2003, by Amendment No. 17 to Schedule 13D of the Reporting Persons filed on June 13, 2003, by Amendment No. 18 to Schedule 13D of the Reporting Persons filed on June 18, 2003 and by Amendment No. 19 to Schedule 13D of the Reporting Persons filed on July 30, 2003 (as so amended, the "Schedule 13D"). This Amendment No. 20 amends the Schedule 13D only with respect to the items listed below. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meaning ascribed to them in the Initial Schedule 13D.

Pursuant to Rule 13d-4 under the Exchange Act, each of the Reporting Persons declares that the filing of this statement shall not be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any Common Shares.

Any disclosures made herein with respect to persons other than the Reporting Persons are made on information and belief after making appropriate inquiry.

Item 2. Identity and Background.

Item 2 is hereby amended solely to replace Schedule I, previously a part of this Schedule 13D, with Schedule I attached to this Amendment No. 20 and to

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replace those responses to Item 2 of Schedule 13D that referenced Schedule I with the statements below.

(a), (f) The name and citizenship of each Trustee and executive officer of Vornado are set forth in Schedule I hereto and are incorporated herein by reference.

(b) The principal business address of each Trustee and executive officer of Vornado is set forth in Schedule I hereto and incorporated herein by reference.

(c) The present principal occupation or employment of each Trustee and executive officer of Vornado and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth in Schedule I hereto and incorporated herein by reference.

(d), (e) During the last five years, none of the Reporting Persons and, to the knowledge of each of the Reporting Persons, none of the persons listed on Schedule I hereto (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final

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order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended by adding the following paragraphs at the end thereof:

On February 10, 2004, Vornado PS transmitted written notice to the Issuer pursuant to Section 3 of the Registration Rights Agreement requesting that the Issuer register for resale under the Securities Act of 1933 all 3,972,447 Common Shares held by Vornado PS. The proposed plan of distribution provides for possible sales of Common Shares from time to time under a wide variety of different methods.

Item 5. Interest in Securities of the Issuer.

No transactions in the Common Shares were effected by the Reporting Persons during the past 60 days, the date of execution of the Reporting Persons' most recent filing, except to the extent that such transactions may be deemed to have occurred as described in Item 4.

Item 7. Material to be Filed in English

1. Letter, dated February 10, 2004, requesting registration of Common Shares.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this amendment to Schedule 13D is true, complete and correct.

Dated: February 13, 2004

VORNADO REALTY TRUST

By: /s/ Joseph Macnow

Name: Joseph Macnow
Title: Executive Vice
President-Finance
and Administration,
Chief Financial
Officer

VORNADO REALTY L.P.

By: VORNADO REALTY TRUST,
its general partner

By: /s/ Joseph Macnow

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Name: Joseph Macnow
Title: Executive Vice
President-Finance
and Administration,
Chief Financial
Officer

VORNADO PS, L.L.C.

By: VORNADO REALTY L.P.,
its sole member

By: VORNADO REALTY TRUST,
its general partner

By: /s/ Joseph Macnow

Name: Joseph Macnow
Title: Executive Vice
President-Finance
and Administration,
Chief Financial
Officer

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SCHEDULE I

Name*	Present Principal Occupation or Employment
-----	-----
Steven Roth	Chairman of the Board and Chief Executive Officer of Vornado.
Michael D. Fascitelli	President and a Trustee of Vornado.
Robert P. Kogod (Trustee of Vornado)	Trustee of Archstone-Smith Trust.
David Mandelbaum (Trustee of Vornado)	A member of the law firm of Mandelbaum & Mandelbaum, P.C., 80 Main Street, West Orange, New Jersey 07052.
Stanley Simon (Trustee of Vornado)	Owner of Stanley Simon and Associates, management and financial consultants, 70 Pine Street, Room 3301, New York, New York 10270.
Robert H. Smith	Trustee and Chairman of Charles E. Smith Commercial Realty Division of Vornado; Trustee of Archstone-Smith Trust.
Ronald Targan (Trustee of Vornado)	President of Malt Products Corporation of New Jersey, a producer of malt syrup; principal business address: Malt Products Corporation of New

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Jersey, 88 Market Street, Saddle Brook, New Jersey
07663.

Richard West
(Trustee of Vornado)

Director or Trustee of Vornado, Vornado Operating
Company, Alexander's Inc., Bowne & Co., Inc. and
various investment companies managed by Merrill
Lynch Asset Management, Inc. or Hotchkis and
Wiley, both affiliates of Merrill Lynch & Co.

Russell B. Wight, Jr.
(Trustee of Vornado)

Trustee; A general partner of Interstate
Properties (real estate and related investments).

David R. Greenbaum

Chief Executive Officer of the New York Office
Division of Vornado.

Joseph Macnow

Executive Vice President-Finance and
Administration and Chief Financial Officer of
Vornado.

Melvyn Blum

Executive Vice President - Development Division of
Vornado.

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*Unless otherwise indicated above, the business address of each person
listed above is: c/o Vornado Realty Trust, 888 Seventh Avenue, New York, New
York 10019. All of the Trustees and executive officers of Vornado are citizens
of the United States of America.

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