

Fascitelli Michael D
Form 4
January 14, 2019

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fascitelli Michael D

2. Issuer Name **and** Ticker or Trading
Symbol
VORNADO REALTY TRUST
[VNO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
888 SEVENTH AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2019

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

NEW YORK, NY 10019

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

(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)
Common Shares	01/10/2019		M	413,701 A	\$ 24.5212 701,536 ⁽¹⁾ ₍₂₎	D	
Common Shares	01/10/2019		F	287,627 D	\$ 65.03 413,909 ⁽¹⁾	D	
Common Shares	01/14/2019		S	126,074 D	\$ 64.2302 287,835 ⁽¹⁾ ₍₃₎	D	
Common Shares					1,400,756 ⁽¹⁾	I	Held by Trust ⁽⁴⁾
Common Shares					67,537 ⁽¹⁾	I	Held by an LP ⁽⁴⁾

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Common Shares	105,191 ⁽¹⁾	I	Held by an LLC (4)
Common Shares	3,150 ⁽¹⁾	I	Held by children (4)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Options (Right to Buy)	\$ 24.5212	01/10/2019		M	413,701	02/27/2010 02/27/2019	Common Shares 413,701

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fascitelli Michael D 888 SEVENTH AVENUE NEW YORK, NY 10019	X

Signatures

/s/ Steven Santora, Attorney
in Fact 01/14/2019

____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) Common Shares of beneficial interest, par value \$.04 per share (the "Common Shares"), of Vornado Realty Trust ("the Company").

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- (2) The decrease of 1,400,756 Common Shares directly held since the Reporting Person's immediately preceeding Form 4 filing is attributable to distributions in accordance with the requirements of the applicable grantor retained annuity trust.

Represents weighted average sale price. These Common Shares were sold through the execution of a single market order at prices ranging

- (3) between \$63.92 and \$64.85. Full information regarding the number of shares sold at each separate price will be provided upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer.

The Reporting Person disclaims beneficial ownership of these securities, and this reports shall not be deemed an admission that the

- (4) Reporting Person is the beneficial owner of these securities for the purpose, except to the extent of the Reporting Person's pecuniary interest.

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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