

HOLLIDAY MARC  
Form 4  
January 19, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

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

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

(Street)  
NEW YORK, NY 10170

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 01/17/2012                           |  | M <sup>(1)</sup>               |   | 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 <sup>(4)</sup>               |   | 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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SEC 1474  
(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 <sup>(1)</sup>               |   | 66,666  | (1)  | (1)             | Common Stock  | 66,666                     |
| Restricted Stock Units                     | (2)  | 01/17/2012                           |  | M <sup>(4)</sup>               |   | 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<br>C/O SL GREEN REALTY CORP.<br>420 LEXINGTON AVENUE<br>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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