DiLiberto Matthew J. Form 4 January 29, 2019

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * DiLiberto Matthew J.

2. Issuer Name and Ticker or Trading Symbol

SL GREEN REALTY CORP [SLG]

5. Relationship of Reporting Person(s) to

Issuer

(First)

(Middle) 3. Date of Earliest Transaction (Check all applicable) 10% Owner

Chief Financial Officer

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

(Month/Day/Year) 01/28/2019

Director X_ Officer (give title Other (specify below)

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

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10170

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

(Street)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Derivative Conversion

5. Number 6. Date Exercisable and

7. Title and Amount of 8. Pric Underlying Securities Deriva

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Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)		Securit
(Instr. 3)	Price of	()	(Month/Day/Year)	(Instr. 8)	Acquired						(Instr.
	Derivative				(A) or						
	Security				Disposed of						
					(D)						
					(Instr. 3	3, 4,					
					and 5)						
				Code V	(A)	(D)	Date	Expiration	Title	Amount	
					()	(-)	Exercisable	Date		or	
										Number	
										of	
										Shares	
										22220	
LTIP	(2)	01/28/2019		Α	5,000		(1)(2)	(2)	Common	5,000	\$ (
/1	(4)	01/20/2019		Δ	2.000		(-)(-)	(-)			D.

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DiLiberto Matthew J. C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170

Chief Financial Officer

Stock

Signatures

Person

Units (1)

/s/ Matthew J. 01/29/2019 DiLiberto

***Signature of Reporting 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).
- Represents LTIP Units that had been granted subject to performance-based vesting hurdles for which the Compensation Committee of the Issuer determined on January 28, 2019 that the performance-based vesting hurdles were satisfied. The LTIP Units earned represent one-third of the performance-based LTIP Units granted to the reporting person pursuant to his employment agreement with the Issuer dated as of February 2, 2018.
 - Represents LTIP Units issued pursuant to the Issuer's equity based compensatory programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested LTIP Unit may be converted, at the election of the holder, into a Class A Unit of limited partnership interest in SL Green Operating Partnership, L.P. (a "Common Unit"). Each Common Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the the
- (2) Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. The redemption right generally cannot be exercised until two years from the date of the grant, which will be February 2, 2020. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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