

Fascitelli Michael D  
 Form 4  
 January 14, 2019

**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 \*  
 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)

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

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

888 SEVENTH 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 10019

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Shares                   | 01/10/2019                           |  | M                              | V Amount \$ 413,701 A 24.5212                                     | 701,536 <sup>(1)</sup> <sub>(2)</sub>   | D  |  |
| Common Shares                   | 01/10/2019                           |  | F                              | 287,627 D \$ 65.03  | 413,909 <sup>(1)</sup>  | D  |  |
| Common Shares                   | 01/14/2019                           |  | S                              | 126,074 D \$ 64.2302 <sub>(3)</sub>                               | 287,835 <sup>(1)</sup>  | D  |  |
| Common Shares                   |                                      |  |                                |   | 1,400,756 <sup>(1)</sup>  | I  | Held by Trust <sup>(4)</sup>               |
| Common Shares                   |                                      |  |                                |   | 67,537 <sup>(1)</sup>   | I  | Held by an LP <sup>(4)</sup>               |



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- (2) The decrease of 1,400,756 Common Shares directly held since the Reporting Person's immediately preceding 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.

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.