

SL GREEN REALTY CORP
Form DEF 14A
April 26, 2013

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)
[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

SL GREEN REALTY CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3)

Edgar Filing: SL GREEN REALTY CORP - Form DEF 14A

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
 - o Fee paid previously with preliminary materials.
 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

Table of Contents

SL GREEN REALTY CORP.
420 Lexington Avenue
New York, New York 10170-1881

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held on June 13, 2013**

Dear Stockholder:

You are invited to attend the 2013 annual meeting of stockholders of SL Green Realty Corp., a Maryland corporation, which will be held on Thursday, June 13, 2013, at 10:00 a.m., local time, at The Grand Hyatt New York, 109 East 42nd Street at Grand Central Terminal, New York, New York. At the annual meeting, stockholders will be asked to consider and vote upon the following proposals:

1. To elect two Class I directors to serve on our Board of Directors for a three-year term and until their successors are duly elected and qualify;
2. To hold an advisory vote on executive compensation as disclosed in these materials;
3. To approve our Third Amended and Restated 2005 Stock Option and Incentive Plan; and
4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

In addition, stockholders may be asked to consider and vote upon any other matters that may properly be brought before the annual meeting and at any adjournments or postponements thereof.

Any action may be taken on the foregoing matters at the annual meeting on the date specified above, or on any date or dates to which the annual meeting may be adjourned, or to which the annual meeting may be postponed.

Our Board of Directors has fixed the close of business on March 28, 2013 as the record date for determining the stockholders entitled to notice of, and to vote at, the annual meeting and at any adjournments or postponements thereof.

We make proxy materials available to our stockholders on the Internet. You can access proxy materials at <http://www.proxyvote.com>. You also may authorize your proxy via the Internet or by telephone by following the instructions on that website. In order to authorize your proxy via the Internet or by telephone you must have the stockholder identification number that appears on the enclosed Notice of Internet Availability of Proxy Materials. You also may request a paper or an e-mail copy of our proxy materials and a paper proxy card by following the instructions included in the Notice of Internet Availability of Proxy Materials.

By Order of our Board of Directors,

Andrew S. Levine

Secretary

**Important Notice Regarding the Availability of Proxy Materials for
the Stockholder Meeting to be Held on June 13, 2013.**

**This proxy statement and our 2012 Annual Report to Stockholders
are available at <http://www.proxyvote.com>**

New York, New York
April 26, 2013

Table of Contents

Whether or not you plan to attend the annual meeting, please carefully read the proxy statement and other proxy materials and complete a proxy for your shares as soon as possible. You may authorize your proxy via the Internet or by telephone by following the instructions on the website indicated in the Notice of Internet Availability of Proxy Materials that you received in the mail. You also may request a paper or an e-mail copy of our proxy materials and a paper proxy card at any time. If you attend the annual meeting, you may vote in person if you wish, even if you previously have submitted your proxy. However, please note that if your shares are held of record by a bank, broker or other nominee and you wish to vote in person at the annual meeting, you must obtain a proxy issued in your name from such bank, broker or other nominee.

Table of Contents

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING</u>	1
<u>What is the Notice of Internet Availability of Proxy Materials that I received in the mail this year instead of a full set of proxy materials?</u>	1
<u>Who is entitled to vote at the annual meeting?</u>	1
<u>What is the purpose of the annual meeting?</u>	1
<u>What constitutes a quorum?</u>	1
<u>What vote is required to approve each proposal?</u>	2
<u>Can I change my vote after I submit my proxy card?</u>	2
<u>How do I vote?</u>	3
<u>How is my vote counted?</u>	3
<u>How does the Board recommend that I vote on each of the proposals?</u>	4
<u>What other information should I review before voting?</u>	4
<u>Who is soliciting my proxy?</u>	4
<u>How do I change how I receive proxy materials in the future?</u>	4
<u>What should I do if I received more than one Notice of Internet Availability of Proxy Materials?</u>	5
<u>PROPOSAL 1: ELECTION OF DIRECTORS</u>	5
<u>Information Regarding the Nominees and the Continuing Directors</u>	6
<u>Class I Nominees Terms Will Expire in 2016</u>	6
<u>Class III Continuing Directors Terms Will Expire in 2015</u>	7
<u>Class II Continuing Directors Terms Will Expire in 2014</u>	8
<u>Biographical Information Regarding Executive Officers Who Are Not Directors</u>	8
<u>The Board and its Committees</u>	9
<u>Director Compensation</u>	10
<u>PROPOSAL 2: ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS</u>	12
<u>PROPOSAL 3: APPROVAL OF OUR THIRD AMENDED AND RESTATED 2005 STOCK OPTION AND INCENTIVE PLAN</u>	14
<u>Summary of Material Amendments</u>	15
<u>Summary of the Provisions of Our Third Amended and Restated 2005 Stock Option and Incentive Plan</u>	16
<u>Administration</u>	17
<u>Available Shares</u>	17
	6

Awards Under the Plan

17

18

i

Edgar Filing: SL GREEN REALTY CORP - Form DEF 14A

Table of Contents

<u>Adjustments in General; Certain Change in Control Provisions</u>	19
<u>Tax Withholding</u>	20
<u>Amendment and Termination</u>	20
<u>Repricing</u>	20
<u>Material U.S. Federal Income Tax Consequences</u>	20
<u>New Plan Benefits</u>	22
<u>PROPOSAL 4: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	23
<u>Fee Disclosure</u>	23
<u>Pre-Approval Policies and Procedures of our Audit Committee</u>	24
<u>AUDIT COMMITTEE REPORT</u>	25
<u>CORPORATE GOVERNANCE MATTERS</u>	27
<u>Governance Principles</u>	27
<u>Director Independence</u>	27
<u>Code of Ethics</u>	27
<u>Audit Committee Financial Expert</u>	28
<u>Communications with the Board</u>	28
<u>Whistleblowing and Whistleblower Protection Policy</u>	28
<u>Director Attendance at Annual Meetings</u>	28
<u>Identification of Director Candidates</u>	28
<u>Executive Sessions of Non-Management Directors</u>	29
<u>Disclosure Committee</u>	29
<u>Policy on Majority Voting</u>	30
<u>Board Leadership Structure</u>	30
<u>Risk Oversight</u>	31
<u>Clawback Policy</u>	31
<u>EXECUTIVE COMPENSATION</u>	32
<u>Compensation Discussion and Analysis</u>	32
<u>Compensation Committee Report</u>	50
<u>Summary Compensation Table</u>	51
<u>2012 Grants of Plan-Based Awards</u>	53
<u>Outstanding Equity Awards at Fiscal Year-End 2012</u>	

<u>2012 Option Exercises and Stock Vested</u>	<u>54</u>
<u>SL Green Realty Corp. 2010 Notional Unit Plan</u>	<u>55</u>

Table of Contents

<u>SL Green Realty Corp. 2011 Outperformance Plan Equity Compensation Plan Table</u>	56
<u>Retirement Benefits</u>	57
<u>Potential Payments Upon Termination or Change-in-Control</u>	57
<u>Compensation Committee Interlocks and Insider Participation</u>	72
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	73
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	74
<u>LEGAL PROCEEDINGS</u>	74
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	75
<u>Policies and Procedures With Respect to Related Party Transactions</u>	75
<u>Cleaning/Security/Messenger and Restoration Services</u>	75
<u>Management Fees</u>	75
<u>Leases</u>	76
<u>Marketing Services</u>	76
<u>Other</u>	76
<u>Gramercy Property Trust Inc.</u>	76
<u>OTHER MATTERS</u>	78
<u>Solicitation of Proxies</u>	78
<u>Stockholder Proposals</u>	78
<u>Householding of Proxy Materials</u>	79
<u>Other Matters</u>	80
<u>APPENDIX A: THIRD AMENDED AND RESTATED 2005 STOCK OPTION AND INCENTIVE PLAN</u>	
<u>APPENDIX B: INFORMATION REGARDING CERTAIN FINANCIAL MEASURES</u>	

Table of Contents

SL GREEN REALTY CORP.
420 Lexington Avenue
New York, New York 10170-1881

PROXY STATEMENT

**FOR OUR 2013 ANNUAL MEETING OF STOCKHOLDERS
to be held on June 13, 2013**

These proxy materials are being made available in connection with the solicitation of proxies by the Board of Directors, or the Board, of SL Green Realty Corp., a Maryland corporation, for use at our 2013 annual meeting of stockholders to be held on Thursday, June 13, 2013, at 10:00 a.m., local time, at The Grand Hyatt New York, 109 East 42nd Street at Grand Central Terminal, New York, New York, or at any postponement or adjournment of the annual meeting. References in this proxy statement to "we," "us," "our," "ours," and the "Company" refer to SL Green Realty Corp., unless the context otherwise requires. This proxy statement and a form of proxy have been made available to our stockholders on the Internet, and the Notice of Internet Availability of Proxy Materials has been mailed, on or about April 26, 2013.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

What is the Notice of Internet Availability of Proxy Materials that I received in the mail this year instead of a full set of proxy materials?

In accordance with rules adopted by the Securities and Exchange Commission, or SEC, we may furnish proxy materials, including this proxy statement and our 2012 annual report to stockholders, by providing access to these documents on the Internet instead of mailing a printed copy of our proxy materials to our stockholders. In accordance with such rules, most of our stockholders already have received a Notice of Internet Availability of Proxy Materials, or the Notice, which provides a website address with instructions for accessing our proxy materials, including this proxy statement, and for requesting printed copies of the proxy materials by mail or electronically by e-mail.

If you would like to receive a paper or an e-mail copy of our proxy materials for the 2013 annual meeting or for all future annual meetings, you should follow the instructions for requesting such materials included in the Notice. We believe the delivery option that we have chosen this year will allow us to provide our stockholders with the proxy materials they need, while lowering the cost of delivery of the materials and reducing the environmental impact of printing and mailing printed copies.

Who is entitled to vote at the annual meeting?

Holders of record of our common stock, \$0.01 par value per share, at the close of business on March 28, 2013, the record date for the annual meeting, are entitled to receive notice of the annual meeting and to vote at the annual meeting. If you are a holder of record of our common stock as of the record date, you may vote the shares that you held on the record date even if you sell such shares after the record date. Each outstanding share as of the record date entitles its holder to cast one vote for each matter to be voted upon and, with respect to the election of directors, one vote for each director to be elected. Stockholders do not have the right to cumulate voting for the election of directors.

What is the purpose of the annual meeting?

At the annual meeting, you will be asked to vote on the following proposals:

Proposal 1: the election of two Class I directors to serve on our Board of Directors for a three-year term and until their successors are duly elected and qualify;

Proposal 2: an advisory vote on executive compensation as disclosed in these materials;

Table of Contents

Proposal 3: the approval of our Third Amended and Restated 2005 Stock Option and Incentive Plan; and

Proposal 4: the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

You also may be asked to consider and act upon any other matters that may properly be brought before the annual meeting and at any adjournments or postponements thereof.

What constitutes a quorum?

The presence, in person or by proxy, of holders of a majority of the total number of outstanding shares entitled to vote at the annual meeting is necessary to constitute a quorum for the transaction of any business at the annual meeting. As of the record date, there were 91,552,922 shares outstanding and entitled to vote at the annual meeting.

Each share of common stock outstanding on the record date is entitled to one vote on each matter properly submitted at the annual meeting and, with respect to the election of directors, one vote for each director to be elected. Abstentions and "broker non-votes" (i.e., shares represented at the meeting held by brokers, as to which instructions have not been received from the beneficial owners or persons entitled to vote such shares and with respect to which, on a particular matter, the broker does not have discretionary voting power to vote such shares) will be counted for purposes of determining whether a quorum is present for the transaction of business at the annual meeting.

What vote is required to approve each proposal?

In respect of Proposal 1, a plurality of all of the votes cast at the annual meeting at which a quorum is present is required for the election of directors. In addition, our Policy on Majority Voting sets forth our procedures if a nominee is elected but receives a majority of "withheld" votes. In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election is required, within ten business days, to tender his or her resignation. Our Nominating and Corporate Governance Committee is required to make a recommendation to the Board with respect to the resignation. The Board is required to take action with respect to this recommendation and to disclose its decision and, if applicable, the Board's reasons for rejecting the tendered resignation. The policy is described more fully below under the caption "Corporate Governance Matters Policy on Majority Voting." Broker non-votes with respect to Proposal 1 are not counted as votes cast, and therefore, will have no effect on the election of directors.

A majority of all of the votes cast at the annual meeting at which a quorum is present is required for approval of each of Proposals 2, 3 and 4, provided, in the case of Proposal 3, that the total vote cast on such Proposal represents more than 50% in interest of all shares entitled to vote on the Proposal.

In respect of Proposal 2, abstentions and broker non-votes are not counted as votes cast, and therefore, will have no effect on this vote. This vote is advisory and non-binding on the Board of Directors, the Compensation Committee and the Company.

In respect of Proposal 3, abstentions will be treated as votes cast and will have the same effect as votes against the proposal. Broker non-votes will not be treated as votes cast and, if holders of more than 50% in interest of all shares entitled to vote on Proposal 3 cast votes, will have no effect on the result of the vote.

In respect of Proposal 4, abstentions do not constitute votes "for" or "against" and will not be counted as "votes cast." Therefore, abstentions will have no effect on Proposal 4. There will not be any broker non-votes with respect to Proposal 4, because Proposal 4 is a routine matter on which brokers are permitted to vote without instructions from the beneficial owner.

Table of Contents

Can I change my vote after I submit my proxy card?

If you cast a vote by proxy, you may revoke it at any time before it is voted by:

filing a written notice revoking the proxy with our Secretary at our address;

properly signing and forwarding to us a proxy with a later date; or

appearing in person and voting by ballot at the annual meeting.

If you attend the annual meeting, you may vote in person whether or not you previously have given a proxy, but your presence (without further action) at the annual meeting will not constitute revocation of a previously given proxy. Unless you have received a legal proxy to vote the shares, if you hold your shares through a bank, broker or other nominee, that is, in "street name," only that bank, broker or other nominee can revoke your proxy on your behalf.

You may revoke a proxy for shares held by a bank, broker or other nominee by submitting new voting instructions to the bank, broker or other nominee or, if you have obtained a legal proxy from the bank, broker or other nominee giving you the right to vote the shares at the annual meeting, by attending the annual meeting and voting in person.

How do I vote?

Voting in Person at the Annual Meeting. If you hold your shares in your own name as a holder of record with our transfer agent, Computershare, and attend the annual meeting, you may vote in person at the annual meeting. If your shares are held by a bank, broker or other nominee, that is, in "street name," and you wish to vote in person at the annual meeting, you will need to obtain a "legal proxy" from the bank, broker or other nominee that holds your shares of record.

Voting by Proxy. You should submit your proxy or voting instructions as soon as possible.

If you received a paper copy of this Proxy Statement. You can vote by valid proxy received by telephone, electronically via the Internet or by mail. The deadline for voting by telephone or electronically via the Internet is 11:59 p.m., Eastern Daylight Time, on June 12, 2013. If voting by mail, you must:

indicate your instructions on the proxy;

date and sign the proxy;

promptly mail the proxy in the enclosed envelope; and

allow sufficient time for the proxy to be received before the date of the annual meeting.

If your shares are held in "street name" such as in a stock brokerage account, by a bank or other nominee, please follow the instructions you received from your broker or with respect to the voting of your shares.

If you received a Notice of Internet Availability of Proxy Statement. Please submit your proxy electronically via the Internet using the instructions included in the Notice. The deadline for voting electronically via the Internet is 11:59 p.m., Eastern Daylight Time, on June 12, 2013.

Edgar Filing: SL GREEN REALTY CORP - Form DEF 14A

If you received an e-mail copy of this Proxy Statement. Please submit your proxy electronically via the Internet or telephonically using the instructions included on the Proxy Card. The deadline for voting electronically via the Internet or telephonically is 11:59 p.m., Eastern Daylight Time, on June 12, 2013.

If you have any questions regarding how to authorize your proxy by telephone or via the Internet, please call MacKenzie Partners, Inc., toll-free at (800) 322-2885 or collect at (212) 929-5500.

Table of Contents

Even if you plan to attend the annual meeting, we recommend that you submit a proxy to vote your shares in advance so that your vote will be counted if you later are unable to attend the annual meeting.

How is my vote counted?

If you authorize your proxy to vote your shares electronically via the Internet or by telephone, or, if you received a proxy card by mail and you properly marked, signed, dated and returned it, the shares that the proxy represents will be voted in the manner specified on the proxy. If no specification is made, your shares will be voted "for" the election of the nominees for the Class I directors named in this proxy statement, "for" advisory approval of the compensation of our named executive officers, "for" the approval our Third Amended and Restated 2005 Stock Option and Incentive Plan and "for" ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013. It is not anticipated that any matters other than those set forth in this proxy statement will be presented at the annual meeting. If other matters are presented, proxies will be voted in accordance with the discretion of the proxy holders. In addition, since no stockholder proposals or nominations were received on a timely basis and not withdrawn, no such matters will be brought to a vote at the annual meeting.

How does the Board recommend that I vote on each of the proposals?

The Board recommends that you vote:

FOR Proposal 1: the election of Edwin Thomas Burton, III and Craig M. Hatkoff as Class I directors to serve on our Board of Directors for a three-year term and until their successors are duly elected and qualify;

FOR Proposal 2: the approval, on an advisory basis, of the compensation of our executives;

FOR Proposal 3: the approval of our Third Amended and Restated 2005 Stock Option and Incentive Plan; and

FOR Proposal 4: the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

What other information should I review before voting?

Our 2012 annual report, including financial statements for the fiscal year ended December 31, 2012, is being made available to you along with this proxy statement. You may obtain, free of charge, copies of our 2012 annual report and our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which contains additional information about the Company, on our website at <http://www.slgreen.com> or by directing your request in writing to SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881, Attention: Investor Relations. The 2012 annual report and the Annual Report on Form 10-K, however, are not part of the proxy solicitation materials, and the information found on, or accessible through, our website is not incorporated into, and does not form a part of, this proxy statement or any other report or document we file with or furnish to the SEC.

Who is soliciting my proxy?

This solicitation of proxies is made by and on behalf of the Board. We will pay the cost of the solicitation of proxies. We have retained MacKenzie Partners, Inc. at an aggregate estimated cost of \$12,500, plus out-of-pocket expenses, to assist in the solicitation of proxies. In addition to the solicitation of proxies by mail, our directors, officers and employees may solicit proxies personally or by telephone.

Table of Contents

How do I change how I receive proxy materials in the future?

Instead of receiving a Notice of Internet Availability of Proxy Materials in the mail for future meetings, stockholders may elect to receive links to proxy materials by e-mail or to receive a paper copy of the proxy materials and a paper proxy card by mail. If you elect to receive proxy materials by e-mail, you will not receive a Notice of Internet Availability of Proxy Materials in the mail. Instead, you will receive an e-mail with links to proxy materials and online voting. In addition, if you elect to receive a paper copy of the proxy materials, or if applicable rules or regulations require paper delivery of the proxy materials, you will not receive a Notice of Internet Availability of Proxy Materials in the mail. If you received a paper copy of the proxy materials or the Notice of Internet Availability of Proxy Materials in the mail, you can eliminate all such paper mailings in the future by electing to receive an e-mail that will provide Internet links to these documents. Opting to receive all future proxy materials online will save us the cost of producing and mailing such documents to you and help us conserve natural resources. You can change your election by directing your request in writing to SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881, Attention: Investor Relations, by sending a blank e-mail with the 12-digit control number on your Notice of Internet Availability to sendmaterial@proxyvote.com, via the internet at <http://www.proxyvote.com> or by telephone at (800) 579-7639. Your election will remain in effect until you change it.

What should I do if I received more than one Notice of Internet Availability of Proxy Materials?

There are circumstances under which you may receive more than one Notice of Internet Availability of Proxy Materials. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each such brokerage account. In addition, if you are a stockholder of record and your shares are registered in more than one name, you will receive more than one Notice of Internet Availability of Proxy Materials. Please authorize your proxy in accordance with the instructions of each Notice of Internet Availability of Proxy Materials separately, since each one represents different shares that you own.

No person is authorized on our behalf to give any information or to make any representations with respect to the proposals other than the information and the representations contained in this proxy statement, and, if given or made, such information and/or representations must not be relied upon as having been authorized.

Table of Contents**PROPOSAL 1: ELECTION OF DIRECTORS**

The Board of the Company currently consists of six members and is divided into three classes. Directors in each class serve for a term of three years or until their successors are duly elected and qualify. The term of directors of one class expires at each annual meeting of stockholders.

At the annual meeting, two directors will be elected to serve until the 2016 annual meeting and until their successors are duly elected and qualify. The Board, upon the recommendation of the Nominating and Corporate Governance Committee, has nominated Edwin Thomas Burton, III and Craig M. Hatkoff for election to serve as its Class I directors. Messrs. Burton and Hatkoff currently are serving as Class I directors. Each of Messrs. Burton and Hatkoff have consented to being named in this proxy statement and to serve as a director if elected. However, if either of Messrs. Burton or Hatkoff is unable to accept election, proxies voted in favor of such nominee will be voted for the election of such other person as the Board nominates.

A plurality of all of the votes cast at the annual meeting at which a quorum is present in person or by proxy is required for the election of directors. Pursuant to our Policy on Majority Voting, in an uncontested election, any nominee for director who receives a greater number of votes withheld from his or her election than votes for such election is required, within ten business days, to tender his or her resignation. Our Nominating and Corporate Governance Committee is required to make a recommendation to the Board with respect to the resignation. The Board is required to take action with respect to this recommendation and to disclose its decision and, if applicable, the Board's reasons for rejecting the tendered resignation. The policy is described more fully below under the caption "Corporate Governance Matters Policy on Majority Voting."

We will treat broker non-votes as shares that are present and entitled to vote for purposes of determining the presence or absence of a quorum. Broker non-votes do not constitute a vote "for" or "withheld" and will not be counted as votes cast. Therefore, broker non-votes will have no effect on this proposal, assuming a quorum is present.

The Board unanimously recommends a vote "FOR" the election of Messrs. Burton and Hatkoff.

Information Regarding the Nominees and the Continuing Directors

The following table and biographical descriptions set forth certain information with respect to the nominees for election as Class I directors at the 2013 annual meeting and the continuing Class II and Class III directors whose terms expire at the annual meetings of stockholders in 2014 and 2015, respectively, based upon information furnished by each director.

Name	Age	Director Since
Class I Nominees (terms will expire in 2016)		
Edwin Thomas Burton, III.	70	1997
Craig M. Hatkoff	59	2011
Class III Continuing Directors (terms will expire in 2015)		
John H. Alschuler, Jr.	65	1997
Stephen L. Green	75	1997
Class II Continuing Directors (terms will expire in 2014)		
Marc Holliday	46	2001
John S. Levy	77	1997

Table of Contents

Class I Nominees Terms Will Expire in 2016

Edwin Thomas Burton, III has served as one of our directors since 1997 and serves as Chairman of our Audit Committee and as a member of our Compensation and Nominating and Corporate Governance Committees. Mr. Burton is a Professor of Economics at the University of Virginia, and has held teaching positions at York College, Rice University and Cornell University, and has written and lectured extensively in the field of Economics. Mr. Burton also serves as a member of the Board of Trustees of the Virginia Retirement System for state and local employees of the Commonwealth of Virginia, and served as its Chairman from 1997 until March 2001. Mr. Burton also serves as a consultant to numerous companies on investment strategy and investment banking. From 1994 until 1995, Mr. Burton served as Senior Vice President, Managing Director and director of Interstate Johnson Lane, Incorporated, an investment banking firm, where he was in charge of the Corporate Finance and Public Finance Divisions. From 1987 to 1994, Mr. Burton served as President of Rothschild Financial Services, Incorporated (a subsidiary of Rothschild, Inc. of North America), an investment banking company headquartered in New York City that is involved in proprietary trading, securities lending and other investment activities. Mr. Burton also served as a consultant to the American Stock Exchange from 1985 until 1986 and a senior vice president with Smith Barney (or its corporate predecessor) from 1976 until 1984. Since 2004, Mr. Burton has served as a member of the Board of Directors of Chase Investors, a privately-held registered investment advisor. Mr. Burton also has served as a member of the Board of Directors of Capstar Hotel Company, a publicly-traded hotel company, Virginia National Bank, a publicly-traded commercial bank, and SNL Securities, a private securities data company. Mr. Burton received a B.A. degree in Economics from Rice University and a Ph.D. degree in Economics from Northwestern University. In addition to his experience in academia as a seasoned professor of economics, Mr. Burton's extensive skills and experience in corporate governance, financial, compensation and legal matters allow him to provide valuable financial expertise and insights into the Company's business. Mr. Burton has been designated by the Board as an Audit Committee Financial Expert. Mr. Burton is 70 years old.

Craig M. Hatkoff has served as a member of our Board of Directors and as a member of our Nominating and Corporate Governance Committee since January 2011. Mr. Hatkoff has been active in commercial real estate and community development for more than two decades. He spent 11 years at Chemical Bank, as Co-Head of the real estate investment banking unit, and was a pioneer in commercial mortgage securitization. Mr. Hatkoff was a Co-Founder and Managing Partner of Victor Capital Group, L.P. until it was later acquired by Capital Trust, Inc., where he served as Vice-Chairman and Chairman of the Executive Committee. He left in 2000 to pursue other entrepreneurial and civic endeavors but served as a Director of Capital Trust, Inc. from 1996 until early 2010. Mr. Hatkoff is a co-founder of Tribeca Enterprises, a diversified company best known for New York City's annual Tribeca Film Festival. Mr. Hatkoff is also presently Chairman of Turtle Pond Publications, LLC, and serves on the boards of a number of non-profit organizations including the Tribeca Film Institute which he co-founded, the Desmond Tutu Peace Foundation, Richard Leakey's Wildlife Direct, the Child Mind Institute, The Rock and Roll Hall of Fame, Sesame Workshop, Scholastic's Alliance for Young Artists and Writers and the Borough of Manhattan Community College Foundation. Mr. Hatkoff is the founder of both the Disruptor Foundation and the Owen and Mzee Foundation. Mr. Hatkoff is also on the Board of Directors of Taubman Centers, Inc., where he has served since 2004. From 2002 to 2005, Mr. Hatkoff served as a trustee of the New York City School Construction Authority, the agency responsible for the construction of all public schools in New York City. Mr. Hatkoff's strong background in commercial real estate and real estate finance is well known and respected throughout the New York real estate industry. Mr. Hatkoff's deep understanding of the New York City real estate market matches well with SL Green's core investment and operational focus. Mr. Hatkoff is 59 years old.

Table of Contents**Class III Continuing Directors Terms Will Expire in 2015**

John H. Alschuler, Jr. has served as one of our directors since 1997 and serves as Chairman of our Compensation Committee, as a member of our Audit, Executive and Nominating and Corporate Governance Committees and as our Lead Independent Director. Since 2008, Mr. Alschuler has been the Chairman of HR&A Advisors Inc., an economic development, real-estate and public policy consulting organization. Mr. Alschuler also is an Adjunct Associate Professor at Columbia University, where he teaches real estate development at the Graduate School of Architecture, Planning & Preservation. Mr. Alschuler currently serves as Chair of the Board of Directors of Friends of the High Line Inc., a Section 501(c)(3) tax-exempt organization. Mr. Alschuler received a B.A. degree from Wesleyan University and an Ed.D. degree from the University of Massachusetts at Amherst. Mr. Alschuler's achievements in academia and business, as well as his extensive knowledge of commercial real estate, New York City's economy, commercial and other markets in New York City and national and international markets for real estate, and his expertise in inter-governmental relations, allow him to assess the real estate market and the Company's business from a knowledgeable and informed perspective, from which he provides valuable insights into the Company's business. Mr. Alschuler is 65 years old.

Stephen L. Green has served as our Chairman and a member of the Board since 1997 and serves as the Chairman of our Executive Committee. Mr. Green serves as an executive officer, working in conjunction with our Chief Executive Officer, overseeing our long-term strategic direction. Mr. Green formerly served as our Chief Executive Officer. Mr. Green founded our predecessor, S.L. Green Properties, Inc., in 1980. Prior to our initial public offering in 1997, Mr. Green had been involved in the acquisition of over 50 Manhattan office buildings containing in excess of 4.0 million square feet. Mr. Green also served as Chairman of the Board of Gramercy from August 2004 through June 2009. Mr. Green is an at-large member of the Executive Committee of the Board of Governors of the Real Estate Board of New York and previously has served as Chairman of the Real Estate Board of New York's Tax Committee. Mr. Green also served as a member of the Board of Directors of Stemedica Cell Technologies, Inc. from August 2007 through April 2009. Mr. Green currently serves as a member of the Board of Directors of Streetsquash, Inc., a Section 501(c)(3) tax-exempt organization. Mr. Green also served as a member of the board of trustees of the NYU Langone Medical Center. Mr. Green received a B.A. degree from Hartwick College and a J.D. degree from Boston College Law School. In addition to his industry-wide reputation, Mr. Green's extensive skills and experience in real estate, including founding our predecessor, provide him with invaluable knowledge of and expertise in our business and industry. This experience, particularly his experience having led our predecessor and the Company, contributes depth and context to the Board's discussions of the Company's business. Mr. Green is 75 years old.

Class II Continuing Directors Terms Will Expire in 2014

Marc Holliday has served as our Chief Executive Officer since January 2004 and as one of our directors since December 2001. He also serves as a member of our Executive Committee. Mr. Holliday stepped down as our President in April 2007, when Andrew Mathias, our current President, was promoted to that position. Mr. Holliday joined the Company as Chief Investment Officer in July 1998. Mr. Holliday also serves as a director of Gramercy Property Trust Inc. f/k/a/ Gramercy Capital Corp., or Gramercy, and has served in such capacity since 2004. In 2010, Mr. Holliday notified the Board of Directors of Gramercy that he would not stand for election as a director for a new term. However, Mr. Holliday agreed with the Board of Directors of Gramercy that he would remain as a director for an unspecified period of time following Gramercy's 2010 annual meeting. Mr. Holliday remains a director on that basis. In October 2008, Mr. Holliday stepped down from his positions of President and Chief Executive Officer of Gramercy, positions he had held since August 2004. Prior to joining the Company, Mr. Holliday was Managing Director and Head of Direct Originations for New York-based

Table of Contents

Capital Trust Inc., a mezzanine finance company, where he was in charge of originating direct principal investments for the firm, consisting of mezzanine debt, preferred equity and first mortgages. From 1991 to 1997, Mr. Holliday served in various management positions, including Senior Vice President, at Capital Trust, Inc.'s predecessor, Victor Capital Group, L.P., a private real estate investment bank specializing in advisory services, investment management and debt and equity placements. Mr. Holliday received a B.S. degree in Business and Finance from Lehigh University in 1988 and an M.S. degree in Real Estate Development from Columbia University in 1990. Mr. Holliday's extensive experience and skills in real estate and finance, as well as his role as Chief Executive Officer of the Company, provide him with valuable knowledge of and expertise in our business and industry. Furthermore, Mr. Holliday's presence on the Board facilitates communication between the Board and the Company's senior management. Mr. Holliday is 46 years old.

John S. Levy has served as one of our directors since 1997 and serves as Chairman of our Nominating and Corporate Governance Committee and as a member of our Audit and Compensation Committees. Mr. Levy retired from Lehman Brothers Inc. in 1995. From 1983 until 1995, at Lehman Brothers (or its predecessors), he served as Managing Director and Chief Administrative Officer of the Financial Services Division, Senior Executive Vice President and Co-Director of the International Division and Managing Partner of the Equity Securities Division. Mr. Levy was associated with A.G. Becker Incorporated (or its predecessors) from 1960 until 1983, where he served as Managing Director of the Execution Services Division, Vice President-Manager of Institutional and Retail Sales, Manager of the Institutional Sales Division, Manager of the New York Retail Office and a Registered Representative. Mr. Levy received a B.A. degree from Dartmouth College. Mr. Levy's extensive skills, experience and sophistication in corporate governance, financial, compensation, legal and commercial matters, including his corporate finance expertise developed at Lehman Brothers, allow him to provide valuable insights into the Company's business and finances. Mr. Levy is 77 years old.

Biographical Information Regarding Executive Officers Who Are Not Directors

Andrew W. Mathias has served as our President since April 2007. Mr. Mathias is in charge of our equity and structured finance investments and oversees our acquisitions and dispositions and our joint venture program. Mr. Mathias joined the Company in March 1999 as Vice President and was promoted to Director of Investments in 2002, a position he held until his promotion to Chief Investment Officer in January 2004, a position that he held until January 2011. In October 2008, Mr. Mathias stepped down from his position as Chief Investment Officer of Gramercy, a position he had held since August 2004. Prior to joining the Company, Mr. Mathias worked at Capital Trust, Inc. and its predecessor, Victor Capital Group, L.P. Mr. Mathias also worked on the high yield and restructuring desk at Bear Stearns and Co. Mr. Mathias received a B.S. degree in Economics from the Wharton School at the University of Pennsylvania. Mr. Mathias is 39 years old.

James Mead has served as our Chief Financial Officer since November 2010. As Chief Financial Officer Mr. Mead is responsible for our finance, capital markets, investor relations and administration. Before joining the Company, from November 2004 to March 2010, Mr. Mead was Executive Vice President and Chief Financial Officer of Strategic Hotels & Resorts, Inc., a high-end hotel REIT with properties in the U.S., Mexico and Europe, where he directed strategic planning in conjunction with the CEO and board of directors of the company and was responsible for debt and equity financing activities, investor relations, accounting, and domestic and international tax. From April 1993 until October 1999 Mr. Mead was at the California-based apartment REIT Irvine Company Apartment Communities, Inc., where in addition to his responsibilities as Chief Financial Officer he was co-head of the company's property management division. Mr. Mead also worked as head of capital markets for The Irvine Company, a 150 year-old California land development company where he directed the initial public offering of Irvine Company Apartment Communities, Inc., an affiliate of The Irvine Company. Mr. Mead previously worked at JP Morgan in investment banking in New York. A graduate of Tulane

Table of Contents

University, Mr. Mead holds an MBA from the University of Virginia's Colgate Darden School of Business Administration. Mr. Mead is 53 years old.

Andrew S. Levine has served as our Chief Legal Officer since April 2007 and as our General Counsel, Executive Vice President and Secretary since November 2000. Prior to joining the Company, Mr. Levine was a partner in the REIT and Real Estate Transactions and Business groups at the law firm of Pryor, Cashman, Sherman & Flynn, LLP. Prior to joining Pryor, Cashman, Sherman & Flynn, LLP, Mr. Levine was a partner at the law firm of Dreyer & Traub. Mr. Levine received a B.A. degree from the University of Vermont and a J.D. degree from Rutgers School of Law, where Mr. Levine was an Editor of the Law Review. Mr. Levine is 54 years old.

The Board and its Committees

The Board held five meetings during fiscal year 2012. Each of the directors then in office attended all of the Board meetings held during fiscal year 2012. Two of our directors attended our 2012 annual meeting.

The Board has four standing committees: an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee and an Executive Committee. The current charters for each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are available on our corporate website at www.slgreen.com under the "Investors Corporate Governance" section. Further, we will provide a copy of these charters without charge to each stockholder upon written request. Requests for copies should be addressed to Andrew S. Levine, Secretary, at SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881. From time to time, the Board also may create additional committees for such purposes as the Board may determine.

Audit Committee. Our Audit Committee consists of John H. Alschuler, Jr., Edwin Thomas Burton, III (Chairman) and John S. Levy, each of whom is "independent" within the meaning of the rules of the NYSE and the SEC and each of whom meets the financial literacy standard required by the rules of the NYSE. The Board has determined that Mr. Burton is an "audit committee financial expert" as defined in the rules promulgated by the SEC under the Sarbanes-Oxley Act of 2002, as amended. Our Audit Committee's primary purpose is to select and appoint our independent registered public accounting firm and to assist the Board in its oversight of the integrity of the Company's financial statements; the Company's compliance with legal and regulatory requirements; the qualifications and independence of the registered public accounting firm employed by the Company for the audit of the Company's financial statements; the performance of the people responsible for the Company's internal audit function; and the performance of the Company's independent registered public accounting firm. Our Audit Committee also prepares the report that the rules of the SEC require be included in this proxy statement and provides an open avenue of communication among the Company's independent registered public accounting firm, its internal auditors, its management and the Board. Our management is responsible for the preparation, presentation and integrity of our financial statements and for the effectiveness of internal control over financial reporting. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. Our independent registered public accounting firm is responsible for planning and carrying out a proper audit of our annual financial statements prior to the filing of our Annual Report on Form 10-K, reviewing our quarterly financial statements prior to the filing of each Quarterly Report on Form 10-Q and annually auditing the effectiveness of our internal control over financial reporting and other procedures. Our Audit Committee held eight meetings during fiscal year 2012. Each of the committee members attended all of the meetings of our Audit Committee held during fiscal year 2012. Additional information regarding the functions performed by our Audit Committee is set forth in the "Audit Committee Report" included in this annual proxy statement.

Table of Contents

Compensation Committee. Our Compensation Committee consists of John H. Alschuler, Jr. (Chairman), Edwin Thomas Burton, III and John S. Levy, each of whom is "independent" within the meaning of the rules of the NYSE. Each member of our Compensation Committee also is a "non-employee director," as defined in Section 16 of the Securities Exchange Act of 1934, as amended. Our Compensation Committee's primary purposes are to determine how the Company's Chief Executive Officer should be compensated; to administer the Company's employee benefit plans and executive compensation programs; to set policies and review management decisions regarding compensation of our executive officers other than its Chief Executive Officer; and to produce the report on executive compensation that is required to be included in this proxy statement. With respect to the compensation of our executive officers, our Compensation Committee solicits recommendations from our Chief Executive Officer regarding total compensation for all executive officers other than the Chief Executive Officer and reviews his recommendations in terms of total compensation and the allocation of such compensation among base salary, annual bonus amounts and other long-term incentive compensation as well as the allocation of such items between cash and equity compensation. Our Compensation Committee has retained Gressle & McGinley LLC as its independent outside compensation consulting firm and has engaged Gressle & McGinley LLC to provide the Compensation Committee with relevant data concerning the marketplace, our peer group and its own independent analysis and recommendation concerning executive compensation. Gressle & McGinley LLC regularly participates in Compensation Committee meetings. See "Executive Compensation Compensation Discussion and Analysis." Our Compensation Committee held four meetings during fiscal year 2012. Each of the committee members attended all of the Compensation Committee meetings held during fiscal year 2012.

Nominating and Corporate Governance Committee. Our Nominating and Corporate Governance Committee consists of John H. Alschuler, Jr., Edwin Thomas Burton, III, Craig M. Hatkoff and John S. Levy (Chairman), each of whom is "independent" within the meaning of the rules of the NYSE. Our Nominating and Corporate Governance Committee's primary purposes are to identify individuals qualified to fill vacancies or newly-created positions on the Board; to recommend to the Board the persons it should nominate for election as directors at annual meetings of the Company's stockholders; to recommend directors to serve on all committees of the Board; and to develop and recommend to the Board governance principles applicable to the Company. During fiscal year 2012, our Nominating and Corporate Governance Committee nominated two Class III directors who were elected at our 2012 annual meeting of stockholders and held three meetings during such fiscal year. Each of the committee members attended all of the Nominating and Corporate Governance Committee meetings held during fiscal year 2012.

Executive Committee. Subject to the supervision and oversight of the Board, our Executive Committee, which consists of Stephen L. Green (Chairman), Marc Holliday and John H. Alschuler, Jr., is responsible for, among other things, the approval of our acquisition, disposition and financing of investments; the authorization of the execution of certain contracts and agreements, including those relating to our borrowing of money; and the exercise, in general, of all other powers of the Board, except for such powers that require action by all directors or the Independent Directors under our articles of incorporation or bylaws or under applicable law. Our Executive Committee did not hold any meetings and did not take any actions by written consent during fiscal year 2012, as all matters within its authority were approved by the Board.

Table of Contents**Director Compensation**

Directors of the Company who are also employees receive no additional compensation for their services as directors. The following table sets forth information regarding the compensation paid to our non-employee directors during the fiscal year ended December 31, 2012.

Name	Fees Earned or Paid in Cash(1) (\$)	Stock Awards(2) (\$)	Option Awards(3) (\$)	All Other Compensation(4) (\$)	Total (\$)
Edwin T. Burton, III	\$ 93,000	\$ 100,000	\$ 134,018	\$ 27,740	\$ 354,758
John H. Alschuler, Jr.	\$ 174,000	\$ 100,000	\$ 134,018	\$ 16,984	\$ 425,002
John S. Levy	\$ 86,500	\$ 100,000	\$ 134,018	\$ 26,899	\$ 347,417
Craig M. Hatkoff	\$ 62,000	\$ 100,000	\$ 134,018	\$ 2,628	\$ 298,646

- (1) Each of Mr. Burton and Mr. Levy deferred all of their 2012 cash compensation and Mr. Alschuler and Mr. Hatkoff deferred \$67,500 and \$25,000, respectively, of their 2012 cash compensation pursuant to our Non-Employee Directors' Deferral Program. Deferred compensation can include annual fees, chairman fees and board and committee meeting fees and is credited in the form of phantom or restricted stock units. Mr. Burton received 1,209 units, Mr. Alschuler received 872 units, Mr. Levy received 1,124 and Mr. Hatkoff received 313 units in connection with 2012 cash compensation they elected to defer.
- (2) Amounts shown reflect the full grant date fair value on the date of grant of shares of restricted stock or restricted stock units granted to the directors in 2012, excluding stock units credited in lieu of retainer and meeting fees. The assumptions used to calculate the value of stock awards are set forth under Note 13 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the SEC on February 27, 2013. At December 31, 2012, the aggregate number of unvested stock awards, consisting of unvested phantom stock units or shares of restricted stock, held by our non-employee directors was as follows: Mr. Burton 1,460; Mr. Alschuler 1,460; Mr. Levy 1,460; and Mr. Hatkoff 1,467.
- (3) Amounts shown reflect the full grant date fair value of option awards granted to the directors in 2012. The assumptions used to calculate the value of stock awards are set forth under Note 2 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the SEC on February 27, 2013. At December 31, 2012, the aggregate number of option awards held by our non-employee directors was as follows: Mr. Burton 18,000; Mr. Alschuler 36,000; Mr. Levy 60,000; and Mr. Hatkoff 12,000.
- (4) Represents the value of dividends paid in 2012 on the phantom stock units held by each non-employee director.

During the fiscal year ended December 31, 2012, each non-employee director received an annual fee of \$50,000 and our Lead Independent Director was entitled to receive an additional annual fee of \$85,000. These annual fees were payable quarterly, half in stock and half in cash, unless a non-employee director elected to have the director fee paid 100% in stock or elected to defer all or part of the annual fee pursuant to our Non-Employee Directors' Deferral Program as described below. Each non-employee director also received \$1,500 for each meeting of the Board or a committee of the Board that he attended. The meeting fees were paid in cash unless a non-employee director elected to defer all or part of the meeting fees pursuant to our Non-Employee Directors' Deferral Program. One of our non-employee directors who resides outside of New York was reimbursed for expenses of attending Board and committee meetings.

The Chairman of our Audit Committee, the Chairman of our Compensation Committee, and the Chairman of our Nominating and Corporate Governance Committee received additional annual fees of \$10,000, \$7,500 and \$5,000, respectively, which were payable in cash unless such Chairman elected to defer all or part of such fee pursuant to our Non-Employee Directors' Deferral Program. In addition, each member of our Audit Committee was entitled to receive a fee of \$4,000 per meeting for any special meetings of the Audit Committee held independently of Board meetings. There were no special meetings of the Audit Committee held in 2012. The special meeting fees were paid in cash unless a director elected to defer all or part of the meeting fees pursuant to our Non-Employee Directors' Deferral Program. Each non-employee director also received as additional retainer fees an annual grant of options to purchase 6,000 shares of our common stock and an annual stock grant valued at \$100,000

Table of Contents

on the grant date. The options were granted on the first business day in 2012, were fully vested upon grant and had a term of ten years from grant and an exercise price equal to the closing price of our common stock on the NYSE on the grant date. One third of the shares from each annual stock grant vest on each of the first three anniversaries of the grant date, subject to the non-employee director remaining a member of the Board on the vesting date. A non-employee director may elect to defer all or part of the annual stock grant pursuant to our Non-Employee Directors' Deferral Program. With the exception of Mr. Hatkoff, such grants were deferred for each non-employee director in 2012.

Under our Non-Employee Directors' Deferral Program, our non-employee directors may elect to defer up to 100% of their annual fee, chairman fees, meeting fees and annual stock grant. At each director's election, fees deferred under the program may be credited in the form of either phantom stock units, account credits that accrue earnings or losses based on the 30-day LIBOR rate at the beginning of each month plus 2% (or based on such other rate or the performance of such investments as may be determined in advance by the Board) or measurement fund credits that track the performance of one or more open-ended mutual funds selected by the director. Subject to limitations contained in the program, on a fixed date each quarter, a director may convert phantom stock units into account credits or measurement fund credits or vice versa or change the mutual funds that some or all of the director's measurement fund credits track. All cash fees credited as and conversions of or into phantom stock units or measurement fund credits are based on the fair market value of our common stock or the applicable mutual fund on the date the cash fees otherwise would have been paid or the date of the conversion, as applicable. Unless otherwise elected by a director, a director's phantom stock units, account credits and measurement fund credits are payable on the earlier of the January 1st coincident with or next following the director's termination of service from the Board, or a change in control of the Company, as defined by the program. Phantom stock units are payable in an equal number of shares of our common stock; provided that we may elect to instead settle a director's phantom stock units by paying the director cash in an amount equal to the value of such shares of common stock. Account credits and measurement fund credits are payable in cash. Under the program, each director is entitled to receive dividend equivalents that are paid currently on the director's phantom stock units, unless the director elected to defer payment of such dividend equivalents and have them concurrently reinvested into additional phantom stock units.

All stock and option grants made to our non-employee directors and settlements under our Non-Employee Directors' Deferral Program that are paid in shares of our common stock are made under our Second Amended and Restated 2005 Stock Option and Incentive Plan.

For the fiscal year ending 2013, we have retained the same director compensation arrangements that were in place for 2012, except that we replaced the meeting fees paid for the annual Board retreat with a \$5,000 fee for attending the retreat, we decided to postpone all fee payments to be made in phantom stock units and equity grants that otherwise would have been made pending the annual meeting and the results of the vote to approve our Third Amended and Restated 2005 Stock Option and Incentive Plan and we decided to pay the full amount of the annual fees for all non-employee directors, other than Mr. Alschuler, in cash, unless a director elected to defer all or part of such fees pursuant to our Non-Employee Directors' Deferral Program.

Table of Contents

PROPOSAL 2: ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, our stockholders have the opportunity to vote to approve, on an advisory and non-binding basis, the compensation of our named executive officers. At our 2011 annual stockholder meeting, our stockholders advised on a non-binding basis, by an affirmative vote of a majority of all votes cast, that the Company should hold non-binding advisory votes on executive compensation on an annual basis. On July 14, 2011, the Board determined that it will include future advisory votes on the compensation of our named executive officers in the Company's annual meeting proxy materials every year until the next advisory vote on the frequency of stockholder votes on executive compensation, which will occur no later than the Company's annual meeting of stockholders in 2017. Our executive compensation programs are described in detail in this proxy statement in the section titled "Compensation Discussion and Analysis" and the accompanying tables beginning on page 32. These programs are designed to attract and retain talented individuals who possess the skills and expertise necessary to lead, manage and grow the Company.

The Compensation Committee regularly reviews all elements of the compensation paid to our named executive officers. The Compensation Committee believes that the Company's present compensation programs, as presented in the Compensation Discussion and Analysis section and the accompanying tables and related narrative disclosure in this proxy statement, promote in the best manner possible our business objectives while aligning the interests of the named executive officers with our stockholders to ensure continued positive financial results, and that our industry-leading results support this conclusion. The Company has continued to deliver positive long-term results to our stockholders, despite the broad economic downturn of the last several years, and remains among the leaders in the REIT industry as well as the broader public stock market for total return to stockholders ("TRS") over the last decade, with the Company's TRS of approximately 223% for the ten-year period through December 31, 2012 significantly outperforming the MSCI REIT Index and S&P 500 Index return of approximately 198% and 99%, respectively, over the same time period. The compensation programs for our named executives are a key ingredient in motivating our executives to continue to deliver such results.

Additionally, in connection with finalizing our compensation decisions for 2012, we evaluated the degree of alignment between our Chief Executive Officer's 2012 Total Compensation and our corporate total shareholder return performance. This evaluation consisted of the following: (i) comparing our Chief Executive Officer's total compensation and our corporate total shareholder return performance over the past one- and three-year periods to the peer group, (ii) comparing our Chief Executive Officer's 2012 Total Compensation to the median total compensation of the peer group and (iii) comparing our Chief Executive Officer's Total Compensation over the past five years to our corporate total shareholder return performance. The results of this analysis, which is similar to the methodology used by Institutional Shareholder Services ("ISS"), indicate that our compensation program is well aligned with our performance.

The affirmative vote of a majority of all the votes cast at the Annual Meeting at which a quorum is present will be required to approve, on an advisory basis, the compensation of our named executive officers. The results of this advisory vote are not binding on the Compensation Committee, the Company or our Board of Directors. Nevertheless, the Board of Directors values input from our stockholders and will consider carefully the results of this vote when making future decisions concerning executive compensation.

The Board unanimously recommends a vote "FOR" the approval of the compensation of our named executive officers, as disclosed in the Compensation Discussion and Analysis section and the accompanying compensation tables in this Proxy Statement.

Table of Contents**PROPOSAL 3: APPROVAL OF OUR THIRD AMENDED AND RESTATED 2005 STOCK OPTION AND INCENTIVE PLAN**

At our annual meeting, the stockholders are being asked to vote on a proposal to approve the adoption of our Third Amended and Restated 2005 Stock Option and Incentive Plan (the "Third Amended 2005 Plan"), which was previously approved by our Compensation Committee on April 25, 2013 and by our Board of Directors on April 25, 2013.

As of the record date for the annual meeting, March 28, 2013, there were 91,552,922 shares of common stock outstanding and 2,535,674 operating partnership units outstanding. As of December 31, 2012, there were no fungible units (the "Fungible Units") available under our Second Amended and Restated 2005 Stock Option and Incentive Plan (the "Second Amended 2005 Plan"). The Fungible Units represent the baseline for the number of shares of common stock available for issuance under our Second Amended 2005 Plan from which, as described in more detail below, different types of awards are counted differently against the Fungible Unit limit.

As of March 28, 2013, the number of securities to be issued upon the exercise of outstanding options, warrants and rights is equal to 3,529,418, which includes (i) 1,318,964 shares of common stock issuable upon the exercise of outstanding options (585,786 of which are vested and exercisable), (ii) 414,184 restricted stock units and 72,706 phantom stock units that may be settled in shares of common stock (372,454 of which are vested), (iii) 897,539 LTIP units that, upon the satisfaction of certain conditions, are convertible into common units, which may be presented to us for redemption and acquired by us for shares of our common stock (156,373 of which are vested) and (iv) shares of common stock reserved in connection with LTIP units issued pursuant to the 2011 Long-Term Outperformance Plan, all of which remain subject to performance-based vesting and a dollar value limitation on the number of LTIP units that may be earned based on our common stock price when the LTIP units are earned. The weighted average exercise price and term of these outstanding options is \$76.81 and 4.45 years, respectively. In addition, an aggregate of 76,025 unvested shares of restricted common stock were outstanding as of March 28, 2013.

The following table sets forth information regarding historical awards granted and earned for the 2010 through 2012 period, and the corresponding burn rate, which is defined as the number of shares subject to stock awards granted (or, for awards subject to performance based vesting, earned) in a fiscal year divided by the weighted average common shares outstanding for that fiscal year, for each of the last three fiscal years:

	Fiscal 2012	Fiscal 2011	Fiscal 2010
Stock Options Granted	361,331	212,400	180,250
Time-based full-value shares and units granted	382,434	135,333	377,425
Performance-based full-value shares and units earned during the year	411,613	414,583	391,583
Total time-based full-value awards granted and performance-based full-value awards earned	794,047	549,916	769,008
Adjusted Full-Value Awards Granted/Earned(1)	1,985,118	1,374,790	1,922,520
Total Awards Granted/Earned(2)	2,346,449	1,587,190	2,102,770
Weighted average common shares outstanding during the fiscal year	89,319,427	83,762,000	78,101,000
Annual Burn Rate	2.63%	1.89%	2.69%
Three-Year Average Burn Rate(3)			2.40%

(1)

In accordance with corporate governance policy updates published by ISS, Adjusted Full-Value Awards Granted/Earned represents the sum of time-based full-value awards granted during the year and performance-based full-value awards earned during the year, subject to a multiplier to be determined by ISS based on our recent historic stock price volatility. Based on

Table of Contents

our recent historical stock price volatility we have utilized a full-value award multiplier of 2.5 for purposes of the calculating 2010-2012 average burn rate.

(2) Total Awards Granted/Earned represents the sum of Stock Options Granted and Adjusted Full-Value Awards Granted/Earned.

(3) As illustrated in the table above, the Company's three-year average burn rate for the 2010-2012 period was 2.4%, which is below the ISS industry category burn rate threshold of 3.25%.

The Third Amended 2005 Plan increases the reserved Fungible Units under the plan by 6,400,000 Fungible Units and makes certain other changes, described below, to our Second Amended 2005 Plan. By increasing the reserved Fungible Units, we will be able to continue to use equity awards to attract, retain and motivate employees. We believe that having an equity plan in place with a sufficient number of shares is critical to our ability to attract, retain and motivate employees in a highly competitive marketplace and ensure that our executive compensation is structured in a manner that aligns the executives' interests with our success. Accordingly, we are seeking stockholder approval of the Third Amended 2005 Plan.

The Board unanimously recommends a vote "FOR" the approval of our Third Amended and Restated 2005 Stock Option and Incentive Plan.

Summary of Material Amendments

The following is a brief summary of the material amendments that are included in the Third Amended 2005 Plan:

The maximum number of Fungible Units available under the Third Amended 2005 Plan will be increased by 6,400,000 Fungible Units from 10,730,000 Fungible Units to 17,130,000 Fungible Units. If the Third Amended 2005 Plan is approved by stockholders, the additional 6,400,000 Fungible Units will represent 2,318,840 shares of common stock that could be granted pursuant to full-value awards based on the 2.76 to 1 Fungible Unit-to-full value award conversion ratio in the Third Amended 2005 Plan. Based solely on the closing price of our common stock as reported on the NYSE on April 25, 2013, the maximum aggregate market value of those 2,318,840 shares of common stock is \$205,565,166.

The ratios governing the number of Fungible Units used by the different types of awards that may be granted under the Third Amended 2005 Plan will be changed for awards granted after the date the Third Amended 2005 Plan is approved. Under the Third Amended 2005 Plan, an award that delivers the full-value of the underlying shares ("Full-Value Award") granted after the effective date of the Third Amended 2005 Plan will be counted as 2.76 Fungible Units per share, as opposed to (i) 1.65 Fungible Units per share for such awards granted after the effective date of the Second Amended 2005 Plan and prior to the effective date of the Third Amended 2005 Plan, (ii) 2.0 Fungible Units per share for such awards that vested or were granted based on the achievement of certain performance goals prior to the effective date of the Second Amended 2005 Plan or (iii) 3.0 Fungible Units per share for all other such awards granted prior to the effective date of the Second Amended 2005 Plan. Additionally, stock options, stock appreciation rights and other awards granted after the effective date of the Third Amended 2005 Plan that do not deliver the full-value of the underlying shares and that expire five years from the date of grant will be counted as 0.77 Fungible Units per share, as opposed to 0.79 Fungible Units per share for such awards granted after the effective date of the Second Amended 2005 Plan and prior to the effective date of the Third Amended 2005 Plan and 0.70 Fungible Units per share for such awards granted prior to the effective date of the Second Amended 2005 Plan.

The term of the Third Amended 2005 Plan will be extended from its current expiration date until June 13, 2023, which is ten years from the date of the annual meeting.

Table of Contents

Summary of the Provisions of Our Third Amended and Restated 2005 Stock Option and Incentive Plan

The following summary of our Third Amended and Restated 2005 Stock Option and Incentive Plan, or the Third Amended 2005 Plan, is qualified in its entirety by the specific language of the plan, a copy of which is attached hereto as Appendix A.

Administration

Our Compensation Committee has the authority to administer and interpret the Third Amended 2005 Plan, to authorize the granting of awards, to determine the eligibility of a person to receive an award, to determine the number of shares of common stock to be covered by each award, to determine the terms, provisions and conditions of each award, to prescribe the form of instruments evidencing awards and to take any other actions and make all other determinations that it deems necessary or appropriate. Our Compensation Committee may, among other things, establish performance goals that must be met in order for awards to be granted or to vest, or for the restrictions on any such awards to lapse. Nevertheless, grants to members of our Compensation Committee will be made and administered by our Board of Directors rather than our Compensation Committee. References below to our Compensation Committee include a reference to our Board of Directors for those awards with respect to which our Board of Directors is acting as administrator. Our Compensation Committee, in its discretion, may delegate to our Chief Executive Officer all or part of our Compensation Committee's authority and duties with respect to awards to be granted to our employees, subject to certain limitations and guidelines as provided by the Committee; however, our Compensation Committee may not delegate its authority and duties with respect to awards that have been, or will be, granted to certain of our officers.

Available Shares

Subject to adjustments upon certain corporate transactions or events, awards with respect to up to a maximum of 17,130,000 Fungible Units (the "Fungible Pool Limit") may be granted under the Third Amended 2005 Plan, 6,400,000 of which will remain available for new awards. A Full-Value Award granted after the effective date of the Third Amended 2005 Plan will be counted as 2.76 Fungible Units per share subject to such award as opposed to 1.65 Fungible Units per share subject to such award for a Full-Value Award granted after the effective date of the Second Amended 2005 Plan and prior to the effective date of the Third Amended 2005 Plan. A Full-Value Award granted prior to the effective date of the Second Amended 2005 Plan that vested or was granted based on the achievement of certain performance goals will be counted as 2.0 Fungible Units per share subject to such award and all other Full-Value Awards granted prior to the effective date of the Second Amended 2005 Plan will be counted as 3.0 Fungible Units per share. Stock options, stock appreciation rights and other awards granted after the effective date of the Third Amended 2005 Plan that do not deliver the full-value of the underlying shares and expire five years from the date of grant will be counted as 0.77 Fungible Units per share. Such awards granted after the effective date of the Second Amended 2005 Plan and prior to the effective date of the Third Amended 2005 Plan will be counted as 0.79 Fungible Units per share and such awards granted prior to the effective date of the Second Amended 2005 Plan will be counted as 0.70 Fungible Units per share. All other awards will be counted as 1.0 Fungible Unit per share.

No award may be granted to any person who, assuming exercise of all options and payment of all awards held by such person, would own or be deemed to own more than 9.8% of the outstanding shares of our common stock. In addition, in any one year, no person may receive awards with respect to more than 700,000 shares of common stock, provided that this limit only applies to awards that are intended to qualify as "performance-based compensation" under Section 162(m) of the Code and the regulations promulgated thereunder.

Table of Contents

If an option or other award granted under the Third Amended 2005 Plan expires or terminates, the common stock subject to any portion of the award that expires or terminates without having been exercised or paid, as the case may be, will again become available for the issuance of additional awards by adding back Fungible Units to the Third Amended 2005 Plan using the same ratio that was in effect when the original awards were granted, except that the ratios for awards forfeited after the effective date of the Third Amended 2005 Plan shall not be less than the ratios in effect for such Awards as of the date of forfeiture. The following shares will not be added to the Fungible Units authorized for grant under the Third Amended 2005 Plan: (i) shares tendered or held back upon exercise of an option or settlement or vesting of an award to cover the exercise price or tax withholding, and (ii) shares subject to a stock appreciation right that are not issued in connection with the stock settlement of the stock appreciation right upon exercise thereof.

Awards Under the Plan

Our key employees, directors, officers, advisors, consultants or other personnel or other persons expected to provide significant services (of a type expressly approved by our Compensation Committee as covered services for these purposes) to us or our subsidiaries are eligible to be granted Options, Restricted Stock, Phantom Shares, Dividend Equivalent Rights and other equity-based awards under the Third Amended 2005 Plan. Eligibility for awards under the Third Amended 2005 Plan generally is determined by our Compensation Committee. As of April 26, 2013, approximately 309 individuals are eligible to participate in the Third Amended 2005 Plan.

Stock Options and Stock Appreciation Rights. The terms of specific options, including whether options shall constitute "incentive stock options" for purposes of Section 422(b) of the Internal Revenue Code, will be determined by our Compensation Committee of our Board of Directors. The exercise price of an option will be determined by our Compensation Committee and reflected in the applicable award agreement. The exercise price may not be lower than 100% (110% in the case of an incentive stock option granted to a 10% stockholder, if permitted under the Third Amended 2005 Plan) of the fair market value of our common stock on the date of grant. Each option will be exercisable after the period or periods specified in the award agreement, which will not exceed ten years from the date of grant. Options will be exercisable at such times and subject to such terms as determined by our Compensation Committee; provided that, unless otherwise specified in an award agreement, options, whether or not otherwise exercisable, may be exercised if the grantee's service relationship is terminated on account of death or disability. Our Compensation Committee may also grant stock appreciation rights, which are options that permit the recipient to exercise the option without the payment of the exercise price and to receive shares of common stock with a fair market value equal to the excess of the fair market value of the shares with respect to which the option is being exercised over the exercise price of the option with respect to those shares. Any stock appreciation rights granted are subject to the same limitations as other options, including a maximum term of 10 years and an exercise price no lower than 100% of the fair market value of our common stock on the date of grant.

Restricted Stock. A restricted stock award is an award of shares of common stock that is subject to restrictions on transferability and such other restrictions, if any, as our Board of Directors or Compensation Committee may impose at the date of grant. Grants of restricted stock may be subject to vesting schedules as determined by our Compensation Committee. The restrictions may lapse separately or in combination at such times, under such circumstances, including, without limitation, (i) a specified period of employment or the satisfaction of one or a combination of the performance goals set forth in Section 10 of the Third Amended 2005 Plan (which is attached hereto as Appendix A), or (ii) based on other goals established by our Compensation Committee. Unless otherwise provided in the applicable award agreement, upon a termination of employment or other service for cause or by the grantee for any reason, all shares of restricted stock still subject to restrictions will be forfeited. In addition, unless otherwise provided in an applicable award agreement, a participant granted restricted stock will have all the rights of a stockholder of our company, including the right to vote the shares and the right to

Table of Contents

receive any cash dividends currently. Dividends paid on all restricted stock will be at the same rate and on the same date as on shares of our common stock; provided that award recipients will be required to repay any cash dividends received on awards that are subject to performance-based vesting conditions unless and until such conditions have been met. Holders of restricted stock are prohibited from selling such shares until they vest.

Phantom Shares. Phantom shares will vest as provided in the applicable award agreement. A phantom share represents a right to receive the fair market value of a share of our common stock, or, if provided by our Compensation Committee, the right to receive the fair market value of a share of our common stock in excess of a base value established by our Compensation Committee at the time of grant. Phantom shares generally may be settled in cash or by transfer of shares of common stock (as may be elected by the participant or our Compensation Committee, as may be provided by our Compensation Committee at grant). Unless otherwise provided in the applicable award agreement, subject to elections by the grantee in accordance with the plan, the settlement date with respect to a phantom share is the first day of the month to follow the date on which the phantom share vests. Our Compensation Committee, under certain circumstances, may permit a participant to receive as settlement of the phantom shares installments over a period not to exceed ten years. In addition, our Compensation Committee may establish a program under which distributions with respect to phantom shares may be deferred for additional periods as set forth in the preceding sentence.

Dividend Equivalents. A dividend equivalent is a right to receive (or have credited) the equivalent value (in cash or shares of common stock) of cash distributions made on shares of common stock otherwise subject to an award (e.g., an award of phantom shares); provided, however, that a dividend equivalent right may not be granted in connection with an award of options or stock appreciation rights. Our Compensation Committee may provide that amounts payable in the ordinary course with respect to dividend equivalents will be converted into cash or additional shares of common stock. Our Compensation Committee will establish all other limitations and conditions of awards of dividend equivalents as it deems appropriate. A dividend equivalent granted with respect to an award subject to performance-based vesting conditions may not be payable unless and until such conditions have been met.

Other Stock-Based Awards. The Third Amended 2005 Plan will authorize the granting of (i) other awards based upon the common stock, including shares based upon certain conditions, convertible preferred shares, convertible debentures and other exchangeable or redeemable securities or equity interests, and stock appreciation rights, (ii) limited-partnership or any other membership or ownership interests (which may be expressed as units or otherwise) in a subsidiary or operating or other partnership (or other affiliate of the company), with any shares being issued in connection with the conversion of (or other distribution on account of) such interest being subject to the Fungible Pool Limit and the other provisions of the Third Amended 2005 Plan, and (iii) awards valued by reference to book value, fair value or performance parameters relative to the company or any subsidiary or group of subsidiaries. Any awards subject to performance-based vesting conditions will not give the participant any right to receive cash dividends or dividend equivalent rights unless and until such conditions have been met.

Adjustments in General; Certain Change in Control Provisions

In the event of certain corporate reorganizations or other events, our Compensation Committee generally may make certain adjustments in its discretion to the manner in which the Third Amended 2005 Plan operates (including, for example, to the number of Fungible Units and shares of common stock available under the Third Amended 2005 Plan), and may otherwise take actions which, in its judgment, are necessary to preserve the rights of plan participants. Upon a change in control (as defined in the plan), our Compensation Committee generally may make such adjustments as it, in its discretion, determines are necessary or appropriate in light of the change in control, if our

Table of Contents

Compensation Committee determines that the adjustments do not have an adverse economic impact on the participants, and certain other special provisions may apply.

Tax Withholding

Participants under the Third Amended 2005 Plan are responsible for the payment of any federal, state or local taxes, including those that we are required by law to withhold upon any option exercise or vesting of other awards. Subject to approval by the Compensation Committee, participants may elect to have the minimum tax withholding obligations satisfied either by authorizing the Company to withhold shares of common stock to be issued pursuant to an option exercise or other award, or by transferring to the Company shares of common stock having a value up to the amount of such taxes. Alternatively, the Compensation Committee may provide in an award agreement that a participant is required to satisfy the minimum tax withholding obligation by having shares of common stock withheld by the Company from the shares of common stock otherwise to be received, or require a participant to do so, subject to the participant's ability to elect to satisfy such liability in cash.

Amendment and Termination

We may grant awards under the Third Amended 2005 Plan until June 13, 2023, the 10th anniversary of the approval of the Third Amended 2005 Plan at the annual meeting. Our Board of Directors generally may amend our plan as it deems advisable, except that the Third Amended 2005 Plan may not be amended without stockholder approval if the absence of such approval would cause the Third Amended 2005 Plan to fail to comply with any applicable legal requirement or applicable stock exchange or similar rule and no amendment may adversely affect a participant with respect to an award previously granted unless such amendment is required in order to comply with applicable laws.

Repricing

Except in certain circumstances regarding corporate transactions, without prior stockholder approval, neither the Board of Directors nor the Compensation Committee may reduce the option price of outstanding options or stock appreciation rights or cancel, exchange, substitute, buyout or surrender outstanding options or stock appreciation rights in exchange for cash, other awards or options or stock appreciation rights with an exercise price that is less than the exercise price of the original options or stock appreciation rights.

Material U.S. Federal Income Tax Consequences

Incentive Stock Options

In general, neither the grant nor the exercise of an incentive stock option will result in taxable income to an option holder or a deduction for us. To receive special tax treatment as an incentive stock option under the Internal Revenue Code as to shares acquired upon exercise of an incentive stock option, an option holder must not dispose of the shares either within two years after the incentive stock option is granted or within one year after the transfer of the shares to the option holder pursuant to exercise of the option. In addition, the option holder must be an employee of ours or of a qualified subsidiary at all times between the date of grant and the date three months (one year in the case of disability) before exercise of the option. (Special rules apply in the case of the death of the option holder.) Incentive stock option treatment under the Internal Revenue Code generally allows any gain resulting from the sale of common stock received upon the exercise of an incentive stock option to be treated as a capital gain to the option holder, but we will not be entitled to a tax deduction. The exercise of an incentive stock option (if the holding period rules described in this paragraph are satisfied), however, will give rise to income includable by the option holder in his or her alternative minimum taxable income for purposes of the alternative minimum tax in an amount equal to the excess of the fair market value of the stock acquired on the date of the exercise of the option over the exercise price.

Table of Contents

If the holding period rules noted above are not satisfied, certain gain recognized on the disposition of the shares acquired upon the exercise of an incentive stock option will be characterized as ordinary income. This gain will be equal to the difference between the exercise price and the fair market value of the shares at the time of exercise. (Special rules may apply to disqualifying dispositions where the amount realized is less than the value at exercise.) We generally will be entitled to a deduction for federal income tax purposes equal to the amount of such gain included by an option holder as ordinary income. Any excess of the amount realized upon such disposition over the fair market value at exercise generally will be long-term or short-term capital gain depending on the holding period involved. Notwithstanding the foregoing, if exercise of the option is permitted other than by cash payment of the exercise price, various special tax rules may apply.

Non-Qualified Stock Options

No income will be recognized by an option holder at the time a non-qualified stock option is granted. Ordinary income generally will be recognized by an option holder, however, at the time a non-qualified stock option is exercised in an amount equal to the excess of the fair market value of the underlying common stock on the exercise date over the exercise price. We generally will be entitled to a deduction for federal income tax purposes in the same amount as the amount included in ordinary income by the option holder with respect to his or her non-qualified stock option. Gain or loss on a subsequent sale or other disposition of the shares acquired upon the exercise of a non-qualified stock option will be measured by the difference between the amount realized on the disposition and the tax basis of such shares, and generally will be long-term or short-term capital gain depending on the holding period involved. The tax basis of the shares acquired upon the exercise of any non-qualified stock option will be equal to the sum of the exercise price of the non-qualified stock option and the amount included in income with respect to the option. Notwithstanding the foregoing, in the event that exercise of the option is permitted other than by cash payment of the exercise price, various special tax rules may apply.

Restricted Stock

Unless a holder of restricted stock makes an "83(b) election" (as discussed below), there generally will be no tax consequences as a result of the grant of restricted stock until the restricted stock is no longer subject to a substantial risk of forfeiture or is transferable (free of the risk). Generally, when the restrictions are lifted, the holder will recognize ordinary income, and we will be entitled to a deduction for federal income tax purposes, equal to the difference between the fair market value of the stock at that time and the amount, if any, paid by the holder for the restricted stock. Subsequently realized changes in the value of the stock generally will be treated as long-term or short-term capital gain or loss, depending on the length of time the shares are held prior to their disposition. Unless an "83(b) election" is made (as discussed below), dividends on shares subject to restrictions generally will be considered compensation income. In general terms, if a holder makes an 83(b) election (under Section 83(b) of the Internal Revenue Code) upon the award of restricted stock, the holder will recognize ordinary income on the date of the award of restricted stock, and we will be entitled to a deduction, equal to (i) the fair market value of the restricted stock as though the stock were (A) not subject to a substantial risk of forfeiture or (B) transferable, minus (ii) the amount, if any, paid for the restricted stock. If an 83(b) election is made, generally there will be no tax consequences to the holder upon the lifting of restrictions, and all subsequent appreciation or depreciation in the restricted stock generally will be eligible for capital gains treatment.

Phantom Shares

The phantom shares have been designed with the intention that there will be no tax consequences as a result of the granting of a phantom share until payment is made to the participant with respect to the phantom share. When payment is made, the participant generally will recognize ordinary income,

Table of Contents

and we generally will be entitled to a deduction, equal to the fair market value of the common stock and/or cash, as applicable, received upon payment.

Dividend Equivalents

There generally will be no tax consequences as a result of the award of a dividend equivalent. When payment is made, the holder of the dividend equivalent generally will recognize ordinary income, and we generally will be entitled to a deduction, equal to the amount received in respect of the dividend equivalent.

Securities Exchange Act of 1934, as amended

Additional special tax rules may apply to those award holders who are subject to the rules set forth in Section 16 of the Securities Exchange Act of 1934, as amended.

New Plan Benefits

The grants set forth in the table below have been allocated to each of the following individuals with respect to the additional shares to be reserved for issuance under the Third Amended 2005 Plan. Except as set forth below, the number of shares that may be granted to our executive officers, non-employee directors and other employees is indeterminable at this time, as such grants are subject to the discretion of our Compensation Committee.

Name of Executive or Group	Other Awards		Stock Options	
	Under the Plan in Shares (Fungible Units)		Under the Plan in Shares (Fungible Units)	
Marc Holliday, Chief Executive Officer	59,312(1)	(163,701)		()
Stephen L. Green, Chairman of the Board	35,587(1)	(98,220)		()
Andrew Mathias, President	28,997(1)	(80,032)		()
James E. Mead, Chief Financial Officer	1,977(2)	(5,457)		()
Andrew S. Levine, Chief Legal Officer and General Counsel	6,096(1)	(16,825)		()
All current executive officers as a group	131,969(1)(2)	(364,235)		()
All current directors who are not executive officers, as a group	7,024(3)	(19,386)	24,000	(24,000)
All current employees who are not executive officers, as a group	42,445(2)	(117,148)		()

(1) Represents LTIP Units that we intend to issue as equity bonuses for 2012 if the Third Amended 2005 Plan is approved.

(2) Represents previously granted restricted stock units that may be settled, at our option, in either shares of our common stock or an amount in cash equal to the fair market value of such shares. After reserving for other outstanding awards that may be settled in shares of our common stock, sufficient shares are not available currently under the Second Amended 2005 Plan for issuance upon settlement of these restricted stock units and, accordingly, we currently intend to settle them in cash. If the Third Amended 2005 Plan is approved, we intend to settle these restricted stock units in shares of our common stock.

(3) Represents the number of shares of phantom stock and restricted stock that we intend to grant our non-employee directors, if the Third Amended 2005 Plan is approved, under our Non-Employee Directors' Deferral Program with respect to (i) retainer fees scheduled to be paid on or before the annual meeting, (ii) meeting fees earned prior to April 15, 2013 and (iii) the annual stock retainer of \$100,000.

Table of Contents

PROPOSAL 4: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has appointed the accounting firm of Ernst & Young LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2013, subject to ratification by our stockholders. Stockholder ratification of the appointment of Ernst & Young LLP is not required by law, the New York Stock Exchange or the Company's organizational documents. However, as a matter of good corporate governance, the Board has elected to submit the appointment of Ernst & Young LLP to the stockholders for ratification at the 2013 annual meeting. If the stockholders fail to ratify the appointment of Ernst & Young LLP, the Audit Committee will reconsider the matter, taking into consideration the stockholder vote on the ratification and the advisability of appointing a new independent registered public accounting firm prior to the completion of the 2013 audit and may decide to retain Ernst & Young LLP notwithstanding the vote. Ernst & Young LLP has served as our independent registered public accounting firm since our formation in June 1997 and is considered by our management to be well-qualified. Ernst & Young LLP has advised us that neither it nor any member thereof has any financial interest, direct or indirect, in the Company or any of our subsidiaries in any capacity.

A representative of Ernst & Young LLP will be present at the annual meeting, will be given the opportunity to make a statement at the annual meeting if he or she so desires and will be available to respond to appropriate questions.

A majority of all of the votes cast at the annual meeting at which a quorum is present is required for the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013. We will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence or absence of a quorum. Abstentions do not constitute a vote "for" or "against" and will not be counted as "votes cast". Therefore, abstentions will have no effect on this proposal.

Fee Disclosure

Audit Fees

Fees, including out-of-pocket expenses, for audit services totaled approximately \$3,231,689 in fiscal year 2012 and \$2,944,980 in fiscal year 2011. Audit fees include fees associated with our annual audits and related reviews of our annual reports on Form 10-K and quarterly reports on Form 10-Q. In addition, audit fees include Sarbanes-Oxley Section 404 planning and testing, fees for public filings in connection with various property acquisitions, joint venture audits, and services relating to public filings in connection with our preferred and common stock and debt offerings and certain other transactions. Our joint venture partners paid approximately half of the joint venture audit fees. Audit fees also include fees for accounting research and consultations.

Audit-Related Fees

Fees for audit-related services totaled approximately \$57,500 in both 2012 and 2011. The audit-related services principally include fees for operating expense audits and agreed-upon procedures projects.

Tax Fees

No fees were incurred for tax services, including tax compliance, tax advice and tax planning in either 2012 or 2011.

Table of Contents

All Other Fees

No fees were incurred for other services not included above in 2012 or in 2011.

Our Audit Committee considers whether the provision by Ernst & Young LLP of any services that would be required to be described under "All Other Fees" would be compatible with maintaining Ernst & Young LLP's independence from both management and the Company.

Pre-Approval Policies and Procedures of our Audit Committee

Our Audit Committee must pre-approve all audit services and permissible non-audit services provided by our independent registered public accounting firm, except for any de minimis non-audit services. Non-audit services are considered de minimis if: (1) the aggregate amount of all such non-audit services constitutes less than five percent of the total amount of revenues we paid to our independent registered public accounting firm during the fiscal year in which they are provided; (2) we did not recognize such services at the time of the engagement to be non-audit services; and (3) such services are promptly brought to our Audit Committee's or any of its members' attention and approved by our Audit Committee or any of its members who has authority to give such approval prior to the completion of the audit. None of the fees reflected above were incurred as a result of non-audit services provided by our independent registered public accounting firm pursuant to this de minimis exception. All services provided by Ernst & Young LLP in 2012 were pre-approved by our Audit Committee. Our Audit Committee may delegate to one or more of its members who is an Independent Director the authority to grant pre-approvals.

The Board unanimously recommends a vote "FOR" the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm.

Table of Contents

AUDIT COMMITTEE REPORT

The following report of the Audit Committee of the Board regarding the responsibilities and functions of our Audit Committee will not be deemed to be incorporated by reference in any previous or future documents filed by us with the SEC under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate this report by reference in any such document.

Our Audit Committee oversees our financial reporting process on behalf of the Board, in accordance with our Audit Committee Charter. Management has the primary responsibility for the preparation, presentation and integrity of our financial statements, accounting and financial reporting principles, internal controls, and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. In fulfilling its oversight responsibilities, our Audit Committee reviewed and discussed the audited financial statements in the Annual Report on Form 10-K for the year ended December 31, 2012 with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements.

Our Audit Committee reviewed and discussed with Ernst & Young LLP, our independent registered public accounting firm, who is responsible for auditing our financial statements and for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the U.S., their judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with the Audit Committee under Statement on Auditing Standards No. 61, as adopted by the Public Company Accounting Oversight Board in Rule 3200T. Our Audit Committee received from Ernst & Young LLP the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding communications with the Audit Committee concerning independence, discussed with Ernst & Young LLP their independence from both management and the Company and considered the compatibility of Ernst & Young LLP's provision of non-audit services to the Company with their independence.

Our Audit Committee discussed with Ernst & Young LLP the overall scope and plans for their audit. Our Audit Committee met with Ernst & Young LLP, with and without management present, to discuss the results of their examinations, their evaluations of our internal controls and the overall quality of our financial reporting, including off-balance sheet investments and our compliance with Section 404 of the Sarbanes-Oxley Act of 2002.

In reliance on the reviews and discussions referred to above, but subject to the limitations on the role and responsibilities of our Audit Committee referred in the Report, our Audit Committee recommended to the Board (and the Board has approved) that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC.

The Board has determined that each member of our Audit Committee is financially literate and has accounting or related financial management expertise, as such qualifications are defined under the rules of the New York Stock Exchange. The Board also has determined that our Audit Committee has at least one "audit committee financial expert," as defined in Item 401(h) of Securities and Exchange Commission Regulation S-K, such expert being Mr. Edwin Thomas Burton, III, and that he is "independent," as that term is used in Item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended.

Our Audit Committee held eight meetings during fiscal year 2012 (including sessions with only Independent Directors attending after certain of these meetings). The members of our Audit Committee are not engaged professionally in the practice of auditing or accounting. Committee

Table of Contents

members rely, without independent investigation or verification, on the information provided to them and on the representations made by management and our independent registered public accounting firm. Accordingly, our Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, our Audit Committee's considerations and discussions referred to above do not assure that the audit of our financial statements has been carried out in accordance with the standards of the Public Company Accounting Oversight Board (U.S.), that the financial statements are presented in accordance with accounting principles generally accepted in the U.S. or that our registered public accounting firm is in fact "independent."

Submitted by our Audit Committee
Edwin Thomas Burton, III (Chairman)
John H. Alschuler, Jr.
John S. Levy

26

Table of Contents

CORPORATE GOVERNANCE MATTERS

We are committed to operating our business under strong and accountable corporate governance practices. You are encouraged to visit the "Investors Corporate Governance" section of our corporate website at <http://www.slgreen.com> to view or to obtain copies of our committee charters, Code of Ethics, Governance Principles and director independence standards. The information found on, or accessible through, our website is not incorporated into, and does not form a part of, this proxy statement or any other report or document we file with or furnish to the SEC. You also may obtain, free of charge, a copy of the respective charters of our committees, Code of Ethics, Governance Principles and director independence standards by directing your request in writing to SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881, Attention: Investor Relations. Additional information relating to the corporate governance of the Company also is included in other sections of this proxy statement.

Governance Principles

The Board has adopted Governance Principles that address significant issues of corporate governance and set forth procedures by which the Board carries out its responsibilities. Among the areas addressed by the Governance Principles are director qualification standards, director responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession, annual performance evaluation of the Board and management responsibilities. Our Nominating and Corporate Governance Committee is responsible for, among other things, assessing and periodically reviewing the adequacy of the Governance Principles and will recommend, as appropriate, proposed changes to the Board.

Director Independence

Our Governance Principles provide that a majority of our directors serving on the Board must be independent as required by the listing standards of the NYSE and the applicable rules promulgated by the SEC. In addition, the Board has adopted director independence standards that assist the Board in making its determinations with respect to the independence of directors. The Board has determined affirmatively, based upon its review of all relevant facts and circumstances and after considering all applicable relationships of which the Board had knowledge, between or among the directors and the Company or our management (some of such relationships are described in the section of this proxy statement entitled "Certain Relationships and Related Party Transactions"), that each of the following directors and director nominees has no direct or indirect material relationship with us and is independent under the listing standards of the NYSE, the applicable rules promulgated by the SEC and our director independence standards: Messrs. Edwin T. Burton, III, John H. Alschuler, Jr., John S. Levy and Craig M. Hatkoff. The Board has determined that Messrs. Green and Holliday, our two other directors, are not independent because they are also executive officers of the Company.

Code of Ethics

The Board has adopted a Code of Ethics that applies to our directors, executive officers and employees. The Code of Ethics is designed to assist our directors, executive officers and employees in complying with law and, in resolving moral and ethical issues that may arise and in complying with our policies and procedures. Among the areas addressed by the Code of Ethics are compliance with applicable laws, conflicts of interest, use and protection of the Company's assets, confidentiality, communications with the public, accounting matters, records retention, fair dealing, discrimination, harassment and health and safety.

Table of Contents

Audit Committee Financial Expert

The Board has determined that Edwin T. Burton, III is our "audit committee financial expert," as defined in Item 401(h) of SEC Regulation S-K, and that he is "independent," as that term is used in Item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended. Mr. Burton has agreed to serve as our audit committee financial expert.

Communications with the Board

We have a process by which stockholders and/or other parties may communicate with the Board, individual directors (including the Independent Directors) or Independent Directors as a group. Any such communications may be sent to the Board or any named individual director (including the Independent Directors), by U.S. mail or overnight delivery and should be directed to Andrew S. Levine, Secretary, at SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881. Mr. Levine forwards all such communications to the intended recipient or recipients. Any such communications may be made anonymously.

Whistleblowing and Whistleblower Protection Policy

Our Audit Committee has established procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (2) the confidential and anonymous submission by our employees of concerns regarding questionable accounting or auditing matters. If you wish to contact our Audit Committee to report complaints or concerns relating to the financial reporting of the Company, you may do so in writing to the Chairman of our Audit Committee, c/o Andrew S. Levine, Secretary, SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881. Any such communications may be made anonymously.

Director Attendance at Annual Meetings

We encourage each member of the Board to attend each annual meeting of stockholders. Two of our directors attended the annual meeting of stockholders held on June 19, 2012.

Identification of Director Candidates

Our Nominating and Corporate Governance Committee assists the Board in identifying and reviewing director candidates to determine whether they qualify for membership on the Board and recommends director nominees to the Board to be considered for election at our annual meeting of stockholders. Our Nominating and Corporate Governance Committee has adopted a written policy on the criteria and process of identifying and reviewing director candidates.

Each director candidate must have (1) education and experience that provides knowledge of business, financial, governmental or legal matters that are relevant to the Company's business or to its status as a publicly owned company, (2) an unblemished reputation for integrity, (3) a reputation for exercising good business judgment and (4) sufficient available time to be able to fulfill his or her responsibilities as a member of the Board and of any committees to which he or she may be appointed.

In making recommendations to the Board, our Nominating and Corporate Governance Committee considers such factors as it deems appropriate. These factors may include judgment, skill, diversity (including diversity of knowledge, skills, professional experience, education, expertise and representation in industries relevant to the Company), ability to bring new perspectives and add to Board discussion and consideration, experience with businesses and other organizations comparable to the Company (including experience managing public companies, marketing experience or experience determining compensation of officers of public companies), the interplay of the candidate's experience

Table of Contents

with the experience of other Board members, the candidate's industry knowledge and experience, the ability of a nominee to devote sufficient time to the affairs of the Company, any actual or potential conflicts of interest and whether the candidate meets the NYSE independence criteria, the extent to which the candidate generally would be a desirable addition to the Board and any committees of the Board, qualifications to serve on appropriate Board committees (including financial acumen), technological literacy, strategic insight, familiarity with desired markets or regions, ability to make independent and analytical judgments, ability to introduce the Company to business or other opportunities, reputation in the corporate governance community, personal rapport with senior officers of the Company, risk management skills and effective communication skills. Such matters are considered in light of the skills, qualifications and diversity of the other members of the Board.

The Nominating and Corporate Governance Committee ensures that the potential nominee is not an employee or agent of and does not serve on the board of directors or similar managing body of any of our competitors and determines whether the potential nominee has an interest in any transactions to which we are a party.

Prior to a vote as to whether a potential nominee is recommended to the Board of Directors, each member of the Nominating and Corporate Governance Committee is provided reasonable access to such potential nominee. Such access includes a reasonable opportunity to interview such potential nominee in person or by telephone and to submit questions to such potential candidate. In addition, each potential nominee provides the Nominating and Corporate Governance Committee with a written detailed biography and identify on which committees of the Board, if any, the potential nominee would be willing to serve.

Our Nominating and Corporate Governance Committee may solicit and consider suggestions of our directors or management regarding possible nominees. Our Nominating and Corporate Governance Committee also may procure the services of outside sources or third parties to assist in the identification of director candidates.

Our Nominating and Corporate Governance Committee may consider director candidates recommended by our stockholders. Our Nominating and Corporate Governance Committee will apply the same standards in considering candidates submitted by stockholders as it does in evaluating candidates submitted by members of the Board. Any recommendations by stockholders are to follow the procedures outlined under "Stockholder Proposals" in this proxy statement and should provide the reasons supporting a candidate's recommendation, the candidate's qualifications and the candidate's written consent to being considered as a director nominee. No director candidates were recommended by our stockholders for election at the 2013 annual meeting.

Executive Sessions of Non-Management Directors

Our Governance Principles require the non-management directors serving on the Board to meet in an executive session at least annually without the presence of any directors or other persons who are part of our management. In accordance with such requirement, the Independent Directors, who currently comprise all of the non-management directors, meet in executive sessions from time to time on such a basis. The executive sessions are regularly chaired by the chair of the Board committee (other than the Executive Committee) having jurisdiction over the particular subject matter to be discussed at the particular session or portion of a session.

Disclosure Committee

We maintain a Disclosure Committee consisting of members of our executive management and senior employees. Our Disclosure Committee meets at least quarterly. The purpose of our Disclosure Committee is to bring together representatives from our core business lines and employees involved in the preparation of our financial statements so that the group can discuss any issues or matters of which

Table of Contents

the members are aware that should be considered for disclosure in our public SEC filings. Our Disclosure Committee reports to our Chief Executive Officer and Chief Financial Officer.

Policy on Majority Voting

The Board has adopted a policy on majority voting in the election of directors. Pursuant to this policy, in an uncontested election of directors, any nominee who receives a greater number of votes withheld from his or her election than votes for his or her election will, within ten business days following the certification of the stockholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consider the resignation and, within 60 days following the date of the stockholders' meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of the resignation.

Under the policy, the Board will take formal action on the recommendation no later than 90 days following the date of the stockholders' meeting. In considering the recommendation, the Board will consider the information, factors and alternatives considered by the Nominating and Corporate Governance Committee and such additional factors, information and alternatives as the Board deems relevant. We will publicly disclose, in a Form 8-K filed with the SEC, the Board's decision within four business days after the decision is made. The Board also will provide, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

Board Leadership Structure

As noted above, our Board currently is comprised of four independent and two employee directors. Mr. Green has served as Chairman of the Board since 1997 and serves as an executive officer, working in conjunction with Mr. Holliday, our Chief Executive Officer. The Board has appointed Mr. Alschuler, one of the Independent Directors, as Lead Independent Director. We believe that the number of independent, experienced directors that make up our Board, along with the independent oversight of our Lead Independent Director, benefits the Company and its stockholders.

We recognize that different board leadership structures may be appropriate for companies in different situations, and that no one structure is suitable for all companies. Our current Board leadership structure is optimal for us because it demonstrates to our employees, suppliers, customers and other stakeholders that the Company is under strong leadership, coordinated closely between a separate Chief Executive Officer and Chairman of the Board. In our judgment, the Company, like many companies, has been well-served by this leadership structure.

To facilitate the role of the Independent Directors, the Board has determined that it is appropriate for the Independent Directors to appoint one Independent Director to serve as Lead Independent Director. In addition to presiding at executive sessions of Independent Directors, the Lead Independent Director has the responsibility to: (1) consult with the Chief Executive Officer as to an appropriate schedule and agenda for each Board meeting, seeking to ensure that the Independent Directors can perform their duties effectively and responsibly, (2) ensure the Independent Directors have adequate resources, especially by way of full, timely and relevant information to support their decision making, (3) advise the Chief Executive Officer as to the quality, quantity and timeliness of the information submitted by the Company's management that is necessary or appropriate for the Independent Directors to effectively and responsibly perform their duties, (4) recommend to the Board and the Board Committees the retention of advisers and consultants who report directly to the Board, (5) ensure that Independent Directors have adequate opportunities to meet and discuss issues in sessions of the Independent Directors without management present and, as appropriate, call meetings of the Independent Directors, (6) serve as Chairman of the sessions of the Independent Directors, (7) serve as principal liaison between the Independent Directors and the Chief Executive Officer of the

Table of Contents

Company and between the Independent Directors and senior management, (8) communicate to management, as appropriate, the results of private discussions among Independent Directors, (9) chair the meetings of the Board when the Chairman is not present, (10) with respect to questions and comments directed to the Lead Independent Director or to the Independent Directors as a group, determine the appropriate means of response, with such consultation with the Chief Executive Officer and other directors as the Lead Independent Director may deem appropriate and (11) perform such other duties as the Board from time to time may delegate. Mr. Alschuler currently is serving as the Lead Independent Director.

Our Board conducts an annual evaluation in order to determine whether it and its committees are functioning effectively. The annual evaluation includes the Independent Directors meeting separately with outside counsel to review the effectiveness of and to discuss possible improvements to the Company's corporate governance practices. As part of this annual self-evaluation, the Board evaluates whether the current leadership structure continues to be optimal for the Company and its stockholders. Our Governance Principles provide the flexibility for our Board to modify or continue our leadership structure in the future, as it deems appropriate.

Risk Oversight

Our Board is responsible for overseeing the Company's risk management process. The Board focuses on the Company's general risk management strategy and the most significant risks facing the Company, and ensures that appropriate risk mitigation strategies are implemented by management. The Board also is apprised of particular risk management matters in connection with its general oversight and approval of corporate matters.

The Board has delegated to the Audit Committee oversight of the Company's risk management process. Among its duties, the Audit Committee reviews with management (a) the Company policies with respect to risk assessment and management of risks that may be material to the Company, (b) the Company's system of disclosure controls and system of internal controls over financial reporting and (c) the Company's compliance with legal and regulatory requirements. The Audit Committee also is responsible for reviewing major legislative and regulatory developments that could have a material impact on the Company's contingent liabilities and risks. Our other Board committees also consider and address risk as they perform their respective committee responsibilities. All committees report to the full Board as appropriate, including when a matter rises to the level of a material or enterprise level risk.

In addition, the Compensation Committee considers the risks to the Company's stockholders and to achievement of our goals that may be inherent in the Company's compensation program.

The Company's management is responsible for day-to-day risk management, including the primary monitoring and testing function for company-wide policies and procedures, and management of the day-to-day oversight of the risk management strategy for the ongoing business of the Company. This oversight includes identifying, evaluating, and addressing potential risks that may exist at the enterprise, strategic, financial, operational, and compliance and reporting levels.

We believe the division of risk management responsibilities described above is an effective approach for addressing the risks facing the Company and that our Board leadership structure supports this approach.

Clawback Policy

The Board has adopted a clawback policy under which any incentive payments made to a named executive officer on the basis of having met or exceeded performance targets during a period of fraudulent activity for which such executive is found personally responsible may be recouped by the Company.

Table of Contents

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

This section of our proxy statement discusses the principles underlying our executive compensation policies and decisions and the most important factors relevant to an analysis of these policies and decisions. It provides qualitative information regarding the manner and context in which compensation is awarded to, and earned by, our named executive officers and places in perspective the data presented in the tables and narrative that follow.

Throughout this proxy statement, the individuals who served as our Chief Executive Officer and Chief Financial Officer during our 2012 fiscal year, as well as the other individuals included in the "Summary Compensation Table" beginning on page 51, are referred to as the "named executive officers," or our "executives."

Executive Summary

The quality, abilities and dedication of our named executive officers are critical factors that drive the long-term value of the Company. Therefore, one of the primary objectives of our Compensation Committee is to ensure that the Company provides a competitive and comprehensive compensation program that allows us to attract, retain and appropriately motivate a top-performing executive management team to achieve success in a highly-competitive New York City commercial real estate industry. The effectiveness of our compensation program is evidenced by the shoulder-to-shoulder alignment of management and stockholder interests that has been fostered over many years and which has contributed to our continued market-beating results as demonstrated by our total return to shareholders ("TRS") performance of approximately 223% for the ten-year period ended December 31, 2012 that significantly outperformed the MSCI REIT Index and S&P 500 Index return of approximately 199% and 99%, respectively, over the same time period.

In addition to our industry-beating long-term market performance, in 2012 we continued to successfully execute our strategy of generating capital gains on a recurring and substantial basis, through operating and leasing activity, real estate investment activity, debt and preferred equity investment activity and financing and capital activity, and investing those gains into the continued growth of our business. This resulted in an increase in our annual revenues from \$1.3 billion for 2011 to \$1.4 billion in 2012 and in our annual operating income for the same periods from \$702.4 million to \$834.0 million. The Company generated approximately \$121.3 million in gains resulting from the disposition of approximately \$1.8 billion of investments.

The Company had other significant achievements in 2012 as well, including (i) an increase in the quarterly dividend on our common stock by 32%, from \$0.25 per share to \$0.33 per share, (ii) the renewal and expansion of Viacom's lease at 1515 Broadway, which the Company believes is the largest-ever New York City office lease other than a few sale-leaseback arrangements, (iii) the execution of approximately 3.7 million square feet of office leases in Manhattan (including the Viacom lease), representing the highest square footage of leases executed by us in a single year, at a mark-to-market of approximately 7.5% higher, on average, than the previously fully escalated rents on the same office spaces, (iv) the origination or acquisition of approximately \$672.9 million in debt and preferred equity investments (net of new discounts), inclusive of accretion of previous discounts and pay-in-kind interest, recording approximately \$298.7 million in sales, repayments, participations and foreclosures, (v) achieving a combined same-store office occupancy rate in Manhattan of 93.8% as of year-end 2012 compared to 93.0% as of year-end 2011, (vi) successfully executing a multi-faceted capital raising strategy which included closing on a new \$1.6 billion credit facility which refinanced, extended and expanded our previous 2011 revolving credit facility at a lower cost and issuing

Table of Contents

approximately \$637.1 million in new debt, (vii) continuing execution of a prudent risk- and debt- management strategy, and (viii) demonstrating strong operating performance as evidenced by attaining full-year funds from operations ("FFO") of \$5.28 per diluted share and combined same-store cash net operating income growth of approximately \$27.6 million, or 4.8%, as compared to the prior year. Refer to pages 63-64 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 for a reconciliation of FFO to net income attributable to our common stockholders and information regarding our use of FFO. Refer to Appendix B to this proxy statement for a reconciliation of operating income and combined same-store cash net operating income for the years ended December 31, 2012 and 2011 and information regarding our use of these financial measures.

In keeping with our strong pay-for-performance policy, the following actions were taken during or shortly after fiscal year 2012:

Total direct annual compensation for 2012 was paid to our named executive officers in amounts that were slightly higher than 2011 levels, including increases of approximately 5% with respect to our Chief Executive Officer and our Chairman. Our Compensation Committee determined that keeping total direct annual compensation levels for 2012 only slightly higher than 2011 levels was appropriate despite our significant operating achievements for 2012, as highlighted above, in light of the continued challenging economic and business environment.

2012 bonus awards for our named executive officers were slightly higher than 2011 levels.

In 2012, in order to further align the interests of our named executive officers and our stockholders, we intend to provide the majority of our named executive officers' aggregate bonus for 2012 in the form of equity awards that include a two-year restriction on transfer.

We maintained our policy of ensuring that all executive employment agreements provide for severance consideration in connection with a change of control that excludes excise tax gross-up provisions, and further that any severance payments and benefits that may be received in connection with a change of control be subject to a double trigger payout provision.

As part of our continued efforts to ensure a significant portion of total compensation for our senior executive management team is in the form of performance-based incentive awards, in August 2011 our Compensation Committee approved the terms of the 2011 Outperformance Plan and the remaining available grants under this plan were made in January 2012. Under the terms of the 2011 Outperformance Plan, participants have the opportunity to earn equity awards if and only if designated TRS targets are achieved over a three-year performance period and so long as the participants remain employees of the Company for a three to four year period, thus creating further alignment of management and stockholder interests. The 2011 Outperformance Plan is complementary to our 2010 Notional Unit Plan, as the baseline stock price for measuring performance under our 2011 Outperformance Plan exceeds the stock price at which maximum stock price appreciation would be achieved under the 2010 Notional Unit Plan.

In connection with finalizing our compensation decisions for 2012, we evaluated the expected degree of alignment between our Chief Executive Officer's 2012 total compensation and our corporate total shareholder return performance. This evaluation consisted of the following: (i) comparing our Chief Executive Officer's total compensation and our corporate total shareholder return performance over the past one- and three-year periods to a peer group, (ii) comparing our Chief Executive Officer's 2012 total compensation to the median total compensation of a peer group and (iii) comparing our Chief Executive Officer's total compensation over the past five years to our corporate total shareholder return performance. The results of this analysis, which is similar to the methodology used by ISS, indicated that our Chief Executive Officer's total compensation for 2012 was well aligned with our performance.

Table of Contents

Objectives of Our Compensation Program

Our Compensation Committee has adopted an executive compensation philosophy designed to achieve the following objectives:

To provide performance-based incentives that create a strong alignment of management and stockholder interests;

To attract and retain leadership talent in a market that is highly competitive for New York City commercial real estate management talent; and

To achieve an appropriate balance between risk and reward in our compensation programs that does not create incentives for unnecessary or excessive risk taking.

In order to reach these goals, our Compensation Committee, in consultation with our Chief Executive Officer and the Compensation Committee's independent compensation consultant, has adopted executive compensation practices that follow a pay-for-performance philosophy. Our primary business objective of maximizing TRS through growth in FFO while seeking appreciation in the value of our investment properties demands a long-term focus. Our executive compensation programs, therefore, both currently and historically, have been based heavily on the achievement of both annual and multi-year performance measures.

A substantial portion of the named executive officers' compensation has been provided in the form of equity subject to significant back-ended vesting requirements. These equity incentives were designed in order to (i) ensure that management maintains a long-term focus that serves the best interests of stockholders and (ii) attract, retain and motivate an experienced and talented executive management team in the highly competitive New York City commercial real estate market.

How We Determine Executive Compensation

Our Compensation Committee determines compensation for our named executive officers and is comprised of three of our Independent Directors, John H. Alschuler, Jr. (Chairman), Edwin Thomas Burton, III and John S. Levy. Our Compensation Committee exercises independent discretion in respect of executive compensation matters and administers our equity incentive programs, including reviewing and approving equity grants to our executives pursuant to our Second Amended 2005 Plan. Our Compensation Committee operates under a written charter adopted by the Board, a copy of which is available on our website at <http://www.slgreen.com>.

Our Compensation Committee has retained Gressle & McGinley LLC as its independent outside compensation consulting firm and has engaged Gressle & McGinley LLC to provide the Compensation Committee with relevant data concerning the marketplace, our peer group and its own independent analysis and recommendations concerning executive compensation. Gressle & McGinley LLC regularly participates in Compensation Committee meetings. Our Compensation Committee has the authority to replace Gressle & McGinley LLC as its independent outside compensation consultant or hire additional consultants at any time. Gressle & McGinley LLC does not provide any additional services to our Compensation Committee and does not provide any services to the Company other than to the Compensation Committee.

With respect to the compensation of our named executive officers, our Compensation Committee solicits recommendations from our Chief Executive Officer regarding total compensation for the other named executive officers and reviews his recommendations regarding total compensation, the allocation of this compensation among base salary, annual bonus amounts and other long-term incentive compensation, as well as the portion of overall compensation to be provided in cash or equity. Our Chairman also advises our Compensation Committee on these matters as they pertain to the compensation of our Chief Executive Officer. FTI Consulting, Inc. ("FTI Consulting") is retained by

Table of Contents

management of the Company as a general business advisor and provides services to the Company in a number of areas, including compensation. FTI Consulting, which has relationships with certain officers of the Company, provides market data to our Chief Executive Officer and Chairman, which they review when considering their compensation recommendations. The recommendations with respect to compensation are formulated by our Chief Executive Officer and Chairman and are communicated to our Compensation Committee by them. The Compensation Committee is also provided with the market data compiled by FTI Consulting. The other named executive officers do not play a role in determining their own compensation, other than discussing their performance with our Chief Executive Officer.

Our Compensation Committee, in analyzing the recommendations from the Chief Executive Officer and Chairman also receives and reviews market and industry materials and data provided by the Committee's independent compensation consulting firm, Gressle & McGinley LLC, as well as the compensation analysis and recommendations provided by that firm. The Compensation Committee has independently retained Gressle & McGinley LLC, which does not provide any services to the Company other than those to the Compensation Committee. Their sole role is as an independent consulting firm to advise the Compensation Committee with respect to the compensation of our named executive officers. The ultimate determination of total compensation and the elements that comprise that total compensation is made solely by our Compensation Committee.

Our Compensation Committee meets during the year to evaluate executive performance, to monitor market conditions in light of our goals and objectives, to solicit input from our independent compensation consultant on market practices, including peer group pay practices and new developments, and to review our executive compensation practices. As part of these meetings, in formulation of its executive compensation policies and practices for 2012, the Compensation Committee reviewed then-existing policies of ISS, Glass Lewis and other governance groups, as well as feedback provided by such groups in prior year proxy research reports. The Compensation Committee periodically reviews our executive compensation policies and practices to ensure that such policies are in line with current market practices. Our Compensation Committee makes regular reports to the Board.

Based in part on the results of our "say-on-pay" vote at our 2012 annual meeting as described below, the Compensation Committee generally has maintained the structure of our executive compensation programs that had been described in our proxy statement for the 2012 annual meeting. At our 2012 annual meeting, a non-binding, advisory resolution, or "say-on-pay" resolution, approving the compensation paid to our named executive officers, as disclosed in our proxy statement for the 2012 annual meeting, including the Compensation Discussion and Analysis, compensation tables and narrative discussions, was approved by our stockholders, with more than 95% of the votes cast having been voted in favor of the proposal to approve such resolution. The Compensation Committee has considered the results of this vote and, as a result of the high percentage of votes cast in favor of this proposal, the Compensation Committee viewed these results as an indication of stockholders' overall satisfaction with the manner in which we compensated our named executive officers in 2011.

Our named executive officers' compensation and performance for 2012 was evaluated on both an absolute basis and by reference to a "peer group" that was selected based upon the following characteristics: (i) industry sector/business model; (ii) equity market capitalization; (iii) peer group continuity from year to year; (iv) peer group utilized for performance review; and (v) geographic location. However, peer groups are used only as a point of reference; our Compensation Committee does not specifically target a percentile or range of percentiles when determining executive compensation. Further, the Compensation Committee does not determine compensation formulaically based on the attainment of pre-determined performance hurdles (other than performance-based share grants and awards earned under our Outperformance Plans (as defined below) and 2010 Notional Unit Plan, as described in detail below). Rather, the Committee retains discretion to set compensation at levels it deems appropriate based on Company and individual performance and prevailing market

Table of Contents

practices. Depending upon the Company's business and individual performance results, a named executive officer's total direct annual compensation may be within, below or above the market range for that position. The peer group for named executive officer compensation consisted of the following 13 REITs: Alexandria Real Estate Equities, Inc.; Annaly Capital Management, Inc.; Boston Properties, Inc.; Douglas Emmett, Inc.; Duke Realty Corporation; General Growth Properties, Inc.; iStar Financial Inc.; Kilroy Realty Corporation; Liberty Property Trust; Mack-Cali Realty Corporation; NorthStar Realty Finance Corporation; ProLogis; and Vornado Realty Trust. During fiscal year 2012, the composition of the executive compensation peer group was re-evaluated and AMB Property Corporation, Brandywine Realty Trust, Corporate Office Properties Trust, Inc. and Lexington Realty Trust, companies that formed part of the 2011 peer group, were removed and were replaced for 2012 with Annaly Capital Management, Inc., General Growth Properties, Inc., and NorthStar Realty Finance Corporation. The Compensation Committee determined to make the foregoing modifications in 2012 to the executive compensation peer group as part of its annual evaluation of the appropriateness of the peer group constituents.

Additionally, in order to be more exhaustive and evaluate a broader scope of information in connection with the compensation of our Chief Executive Officer, a selective chief executive officer peer group was utilized as a reference point by our Compensation Committee for 2012, which consisted of the following 12 companies: Annaly Capital Management, Inc.; Boston Properties, Inc.; General Growth Properties, Inc.; HCP, Inc.; Host Hotels & Resorts, Inc.; iStar Financial; MGM Resorts International; NorthStar Realty Finance Corporation; ProLogis, Inc.; Simon Property Group, Inc.; Starwood Hotels & Resorts Worldwide, Inc.; and Ventas, Inc. During fiscal year 2012, the composition of the selective chief executive officer peer group was re-evaluated and The Macerich Company and Vornado Realty Trust, companies that formed part of the 2011 peer group, were removed and were replaced for 2012 with Host Hotels & Resorts, Inc. and MGM Resorts International. The Compensation Committee determined to make the foregoing modifications in 2012 to the selective peer group in order to ensure the peer group continued to be comprised of real estate companies with compensation programs for their chief executive officers that were comparable with those of the Company.

Further, consistent with prior years, our Compensation Committee sought a primary peer group containing an executive chairman who functions exclusively as chairman and not as chief executive officer. For 2012, the selective chairman peer group consisted of the following 8 companies: Ashford Hospitality Trust, Inc.; AvalonBay Communities, Inc.; Hyatt Hotels Corporation; Kimco Realty Corporation; Morgans Hotel Group; Pennsylvania Real Estate Investment Trust; RLJ Lodging Trust and Vornado Realty Trust. During fiscal year 2012, in order to ensure that this peer group continued to represent a broad scope of REITs with executives who function exclusively as chairman and not as chief executive officer, the peer group was re-evaluated and, as a result, CB&L Associates Properties, Inc., DDR Corp., DuPont Fabros Technology, Inc., General Growth Properties, Inc., Lexington Realty Trust, W.P. Carey & Co. LLC and Weingarten Realty Investors, companies that formed part of the 2011 peer group, were removed and were replaced for 2012 with AvalonBay Communities, Inc., Hyatt Hotels Corporation, Morgans Hotel Group Co. and RLJ Lodging Trust.

Analysis of Risk Associated with Our Executive Compensation Plans. In setting compensation, our Compensation Committee also considers the risks to the Company's stockholders and to achievement of our goals that may be inherent in the compensation program. At the direction of our Compensation Committee, our Board conducted a risk assessment of our compensation programs, including our executive compensation programs. The Compensation Committee and its compensation consultant, Gressle & McGinley LLC, reviewed and discussed the findings of this assessment and concluded that it is not reasonably likely that our compensation policies and practices will have a material adverse effect on us.

Table of Contents

Although a significant portion of our executive's compensation is performance-based and "at-risk," we believe our executive compensation plans are appropriately structured and do not pose a material risk to the Company. We considered the following elements of our executive compensation plans and policies when evaluating whether such plans and policies encourage our executives to take unreasonable risks:

We evaluate performance based upon the achievement of a variety of business objectives and goals including, by way of example, strength of our balance sheet, FFO growth, occupancy and leasing rates, TRS performance (both on an absolute and relative basis) and completion of successful debt and equity offerings, that we believe correlate to long-term creation of stockholder value and that are affected by management decisions;

We have adopted a balanced approach to equity compensation that incorporates the use of various stock-based compensation vehicles, including time-based full value equity awards and performance-based equity awards. By utilizing a balanced equity compensation mix comprised of several different types of stock-based compensation vehicles, including time-based full value equity awards that retain value even in a depressed market, we lessen the likelihood that executives will take unreasonable risks to keep their stock awards "in-the-money," as may be the case with equity compensation programs that rely solely on leveraged market-based equity compensation vehicles such as stock options;

We provide a significant portion of long-term incentive compensation in the form of Long-Term Incentive Awards, such as awards that may be earned under the 2011 Outperformance Plan and the 2010 Notional Unit Plan. The amounts that ultimately may be earned under these programs are tied to how we perform over a three-to-five-year period, which focuses management on sustaining our long-term performance;

Structuring payouts under our performance-based awards so long as a minimum level of performance has been achieved, so that some compensation results at levels below full target achievement rather than an "all-or-nothing" approach;

Consideration of non-financial and other qualitative performance factors in determining actual compensation payouts;

Through providing a significant portion of each executive's annual compensation in the form of stock-based compensation, our executives have built sizable holdings of equity in the Company (and are required to maintain sizable holdings of equity in the Company under the terms of our stock ownership guidelines implemented in 2011), which aligns an appropriate portion of their personal wealth to our long-term performance; and

We have adopted a policy for recoupment of incentive payments made to our executives, including our named executive officers, if payment was based on having met or exceeded performance expectations during a period of fraudulent activity for which the executive is responsible.

In conclusion, our executive compensation program is structured so that (i) we avoid the type of disproportionately large short-term incentives that could encourage executives to take risks that may not be in the Company's long-term interests, (ii) we provide incentives to manage the Company for long-term performance, (iii) we have adopted a policy for recoupment of incentive payments under certain circumstances and (iv) a significant amount of the wealth of our executives is tied to the long-term success of the Company. We believe this combination of factors encourages our executives to manage the Company in a prudent manner.

Table of Contents

What Our Compensation Program is Designed to Reward

As noted above, our Compensation Committee has designed our executive compensation program to achieve the following objectives: (i) to provide performance-based incentives to align management and stockholder interests and (ii) to attract and retain leadership talent in the New York City real estate market that is highly competitive and is comprised of other publicly-traded REITs, private real estate operating companies, opportunity funds and sovereign wealth funds, among others, while (iii) ensuring that our executive compensation programs do not encourage unnecessary or excessive risk taking. Our compensation program rewards the achievement of annual, long-term and strategic goals of both the Company and the individual executive. Our Compensation Committee evaluates performance on an absolute basis against financial and other measures, as well as on a relative basis by comparing the Company's performance against other office REITs and against the REIT industry generally. Comparative performance is an important metric since market conditions may affect the ability to meet specific performance criteria. Historically, our Compensation Committee has structured our compensation program so that half or more of the total compensation provided to our named executive officers has been provided in the form of equity incentive compensation based on the performance of the Company. Our equity awards have taken the form of incentive awards under our 2011 Outperformance Plan, 2006 Outperformance Plan, 2005 Outperformance Plan and 2003 Outperformance Plan (collectively, our "Outperformance Plans"), our 2010 Notional Unit Plan, multi-year restricted stock and restricted stock unit grants in connection with new or extended employment agreements, a portion of which may only be earned based on the attainment of select performance hurdles over a multi-year period, and equity bonuses awarded in respect of prior year performance. The remainder of total compensation is primarily paid in cash. To address our retention objective, a substantial portion of long-term performance-based awards have time-based vesting requirements with significant back-end vesting after the award has been earned.

Elements of Our Compensation Program

Our named executive officers' compensation currently has three primary components:

annual base salary;

annual incentive awards, which include cash and equity bonuses; and

long-term equity incentives, which include restricted stock, restricted stock units and LTIP Units, which may be granted pursuant to an employment agreement, our Outperformance Plans or our 2010 Notional Unit Plan.

The overall levels of compensation as well as the allocation between these elements are determined by our Compensation Committee based upon an analysis of the Company's performance during the year. Historically, our compensation has been divided among base salary, cash and equity bonuses, multi-year restricted stock or restricted stock unit grants in connection with new or extended employment agreements, and multi-year awards under our Outperformance Plans and our 2010 Notional Unit Plan. Multi-year equity awards under our Outperformance Plans and the 2010 Notional Unit Plan and in connection with new or extended employment agreements are designed to align management's focus and stockholder interest and to provide incentives for each executive to successfully implement our long-term strategic goals. Our named executive officers have historically received a substantial portion of their compensation in the form of equity of the Company.

In addition to the aforementioned elements of our compensation program that currently are applicable to each of our named executive officers, at year-end 2009 and in 2010, in connection with new employment agreements for Messrs. Holliday, Green and Mathias, the Company entered into deferred compensation agreements with Messrs. Holliday, Green and Mathias. Under the terms of the agreements, beginning in 2010, Mr. Holliday receives an annual contribution during each year of his

Table of Contents

employment agreement in the form of deferred notional stock units with a grant date value equal to \$450,000 and, beginning in 2011, Messrs. Green and Mathias receive an annual contribution during each year of their employment agreement of deferred notional stock units with a grant date value of \$150,000 and \$350,000, respectively. These deferred notional stock units are subject to vesting based on continued employment during the year, and upon a qualifying separation from service, Messrs. Holliday, Green and Mathias will receive a lump-sum cash payment equal to the value of vested deferred notional units based on the Company's ten-trading day trailing average stock price on the date of separation. By tying the value of the deferred notional units to the future value of the Company, the deferred compensation program further aids in establishing alignment of management and stockholder interests and ensuring the executives remain focused on long-term stockholder value creation. See "Potential Payments Upon Termination or Change-in-Control" beginning on page 57 for additional details.

Why We Chose Each Element and How Each Element Fits into Our Overall Compensation Objectives

We view the various components of compensation as related but distinct. Our Compensation Committee designs total executive compensation packages that it believes will best create retention incentives, link compensation to performance and align the interests of our named executive officers and our stockholders. Each of our named executive officers has an employment agreement with us, which is described under "Potential Payments Upon Termination or Change of Control."

Annual Base Salary. Our Compensation Committee has determined that the Company should provide our named executive officers' annual base salaries to compensate them for services rendered during the fiscal year. Base salaries are established at levels intended to reflect the scope of each executive's duties and responsibilities and further take into account the competitive market compensation paid by other companies for similar positions. We intentionally structure an executive's annual base salary to be a relatively low percentage of total compensation. In 2012, the base salary levels remained unchanged from 2011 levels.

Annual Incentive Awards. Annual incentive awards are provided in the form of cash bonuses and equity awards designed to focus a named executive officer on achieving key corporate financial objectives (both individually and Company-based), to motivate certain desired individual behaviors and to reward substantial achievement of these objectives and individual goals. The Compensation Committee does not set specific fixed targets that entitle the executive officers to formulaic bonuses; however, the Compensation Committee does evaluate the named executive officers' performance based, in part, on the Company's achievement of specific business goals and objectives for the year that are established in advance. In its determination of annual incentive awards for 2012, similar to prior years, the Compensation Committee considered, among others, the following areas of performance that it believes to be critical to our Company's success and appropriate areas on which to evaluate management's performance:

Leasing performance, including the volume of leases signed, rental rates on new leases compared to previous rates for the same space and occupancy levels within our same-store portfolio as well as specific leasing objectives;

Same-store net operating income performance;

Achievement of specific development objectives, including commencement of the redevelopment of 280 Park Avenue;

Investment performance, including new real estate investment and disposition activity and specific acquisition and disposition objectives;

Balance sheet management, including our leverage ratios and capital markets activity; and

Our dividend rate and total return to stockholders, both on an absolute and relative basis.

Table of Contents

The evaluation of 2012 performance and determination of 2012 annual incentive awards is consistent with the Compensation Committee's historical practice of linking pay to performance in a non-formulaic manner, thereby providing the Compensation Committee the discretion it feels is necessary in order to take into account changing market conditions. For a discussion of 2012 annual incentive payments, see "Measuring 2012 Performance."

Long-Term Equity Incentives. Long-term equity incentives have been provided to our named executive officers through the grant of restricted stock, restricted stock units and/or LTIP units pursuant to our Outperformance Plans and our 2010 Notional Unit Plan and in connection with the signing of new or materially amended employment agreements, and the majority of these awards have included performance-based vesting hurdles that must be met in order for recipients to earn them. All of the equity awards granted pursuant to our Outperformance Plans and our 2010 Notional Unit Plan have been subject to performance-based vesting hurdles based on TRS or stock price appreciation over a multi-year period, subject to potential acceleration in some circumstances. In addition, one-third of the total equity awards that we granted to Messrs. Holliday, Mathias and Mead in connection with the signing of new or extended employment agreements that commenced during 2010 or 2011 were subject to the achievement of performance-based vesting hurdles, including relative performance hurdles. In addition to the performance-based vesting hurdles, generally, all of these equity awards have additional time-based vesting provisions, generally three to five years with principally back-end vesting for awards under our Outperformance Plans and our 2010 Notional Unit Plan, based on continued employment that act as a retention device and provide a strong incentive to the executives to increase stockholder value during the vesting period. The awards also contain forfeiture provisions, which result in immediate cancellation of the award if the executive voluntarily leaves or is terminated with cause. The grant of equity awards links a named executive officer's compensation and net worth directly to the performance of our stock price as well as the achievement of other performance-based vesting hurdles in some cases, which encourages our named executive officers to make decisions with an ownership mentality.

Equity awards under our 2011 Outperformance Plan were designed to compensate our named executive officers upon the attainment of certain goals with respect to TRS and to provide an incentive for executives to remain with the Company and focus on long-term stockholder value creation. Under our 2011 Outperformance Plan, the executives have the opportunity to earn LTIP Units in our operating partnership, or LTIP Units, contingent upon the extent to which, if at all, our TRS exceeds a threshold of 25% over a three-year performance period; provided that a portion of such awards are eligible to be earned after the first and second years of the performance period contingent upon the achievement of the maximum level of performance for 45 consecutive days. Upon the achievement of the designated performance thresholds, awards earned under our 2011 Outperformance Plan are further subject to time-based vesting requirements following the achievement of the performance thresholds. This creates, in the aggregate, up to a four-year retention period with respect to our executives who are participants in the 2011 Outperformance Plan. Even if the performance thresholds are achieved and awards are earned under the 2011 Outperformance Plan, until full vesting, the named executive officers continue to bear the same share price and total return risk as our stockholders. To date, no awards have been earned under the 2011 Outperformance Plan. The 2011 Outperformance Plan was designed to be complementary to our 2010 Notional Unit Plan, as the baseline stock price for measuring performance under our 2011 Outperformance Plan exceeds the stock price at which maximum stock price appreciation would be achieved under the 2010 Notional Unit Plan. See "SL Green Realty Corp. 2011 Outperformance Plan" on page 56 for additional details concerning the 2011 Outperformance Plan.

Equity awards under our 2010 Notional Unit Plan were designed to compensate our named executive officers upon the attainment of designated stock price appreciation targets over a three-year performance period and to provide an incentive for executives to remain with the Company and focus

Table of Contents

on long-term stockholder value creation. Under our 2010 Notional Unit Plan, the executives were eligible to earn LTIP Units contingent upon the achievement of stock price appreciation targets at levels ranging from 25% at the minimum to 50% at the maximum of stock appreciation over a three-year performance period; provided that a portion of such awards were eligible to be earned after the first and second years of the performance period contingent upon the achievement of the maximum stock appreciation of 50% for 45 consecutive days. Upon achievement of the designated stock price appreciation thresholds, awards earned under the 2010 Notional Unit Plan could not exceed an aggregate of \$75 million, determined at the time of achievement against the stock price appreciation targets. Earned awards remained subject to vesting, with 50% of the LTIP Units earned vesting on December 17, 2012 (accelerated from the original January 1, 2013 vesting date) and an additional 25% vesting on each of January 1, 2014 and 2015, in each case, subject to continued employment through the vesting date. This creates, in the aggregate, up to a five-year retention period with respect to our executives who are participants in the 2010 Notional Unit Plan. See "SL Green Realty Corp. 2010 Notional Unit Plan" on page 55 for additional details concerning the 2010 Notional Unit Plan.

The awards made to our named executive officers under the 2010 Notional Unit Plan provide a useful illustration of the Compensation Committee's philosophy of aligning the interests of management with those of our stockholders, as well as the effect of back-ended vesting requirements included in the various long-term equity awards in ensuring management remains focused on long-term value creation. Under the terms of the 2010 Notional Unit Plan, which includes a three-year performance period and two additional years of time-based vesting requirements, a pro rata portion of awards under the program were eligible to be earned after the first and second years of the performance period contingent upon the achievement of the maximum stock appreciation of 50% for 45 consecutive days. At year-end 2012, as a result of the Company's superior stock appreciation performance of over 50% during the full three years of the performance period of the program \$75 million of awards under the 2010 Notional Unit Plan had been earned. However, such awards remain subject to time-based vesting requirements, with 50% of such awards vesting on December 17, 2012 (accelerated from the original January 1, 2013 vesting date) and an additional 25% vesting on each January 1 of 2014 and 2015, in each case, subject to continued employment through the vesting date. Accordingly, the ultimate value realized by our named executive officers with respect to the awards that have been earned was, and a portion remains, fully dependent on the price of our stock on future vesting dates. This additional time-based vesting component further creates shoulder-to-shoulder alignment of management and stockholder interests and ensures that our named executive officers remain focused on long-term stockholder value creation.

The structure of our 2010 Notional Unit Plan and our Outperformance Plans ties a large portion of a named executive officer's compensation to creation of stockholder value on a long-term basis.

We also generally grant long-term equity incentives in connection with the signing of new or materially amended employment agreements with our named executive officers. In connection with the new or extended employment agreements that commenced during 2010 or 2011, we granted restricted stock and/or restricted stock unit awards to Messrs. Holliday, Mathias, Levine and Mead. These equity awards generally provided for vesting over the approximately three-year period of the new or extended employment agreement subject to continued employment through the vesting dates. For Messrs. Holliday, Mathias and Mead, approximately one-third of the equity awards were subject to the achievement of performance-based vesting hurdles based on absolute or relative increase in our FFO or stock price during the vesting period in addition to continued employment. For a discussion of these awards, see "Employment and Noncompetition Agreements."

Current Equity Compensation Practices. Historically, the employment agreements with our named executive officers have included income tax gross-up payments relating to restricted stock awards and certain other equity awards. These tax payments were primarily awarded in connection with the vesting of restricted stock in order to avoid requiring the named executive officers to sell shares of our

Table of Contents

common stock to satisfy withholding obligations, and were generally equal to 40% of the total value of the shares that were vesting on the applicable date. The Compensation Committee took into consideration the value of these tax gross-ups when determining the level of compensation paid to our named executive officers. In connection with its ongoing monitoring and review of "best practices" relating to executive compensation, including policies announced by ISS, Glass Lewis and other governance groups, our Compensation Committee determined to discontinue the inclusion of income tax gross-up provisions in restricted stock awards granted after December 31, 2008. Accordingly, as of year-end 2012, no outstanding equity awards held by our named executive officers are entitled to tax gross-up payments.

Further, our performance-based equity awards have historically provided for dividend payments prior to vesting. In early 2009, in connection with its periodic review of our executive compensation practices, the Compensation Committee discontinued, on a prospective basis, the practice of paying dividends on performance-based equity awards prior to achieving the performance criteria. Dividends on performance-based awards accrue and are only paid to the executives if and when the performance metrics are met.

Pay-for-Performance

As evidenced by examining our executive compensation programs over the past several years, the executive compensation philosophy adopted by our Compensation Committee demonstrates a pay-for-performance culture that ensures the alignment of management and stockholder interests. As a significant portion of the total compensation opportunities provided to our named executive officers are directly tied to stock price appreciation and TRS performance, the Company must achieve sustained long-term performance in order for such compensation opportunities to be realized.

Additionally, as further discussed below, we continued to demonstrate superior fundamental operating performance in 2012 and continued long-term multi-year TRS performance in the upper echelon of our peer group and the broader REIT industry. As a result, compensation determined by our Compensation Committee for 2012 resulted in total direct annual compensation levels for our named executive officers generally slightly higher than 2011 levels, with equity compensation awards comprising a larger portion of total compensation for 2012, similar to 2011.

Further, as discussed under "Evaluation of Pay and Performance Alignment," in connection with finalizing our compensation decisions for 2012, we evaluated the expected degree of alignment between our Chief Executive Officer's 2012 total compensation and our corporate total shareholder return performance. This evaluation consisted of the following: (i) comparing our Chief Executive Officer's total compensation and our corporate total shareholder return performance over the past one- and three-year periods to a peer group, (ii) comparing our Chief Executive Officer's 2012 total compensation to the median total compensation of a peer group and (iii) comparing our Chief Executive Officer's Total Compensation over the past five years to our corporate total shareholder return performance. The results of this analysis, which is similar to the methodology used by ISS, indicated that our Chief Executive Officer's total compensation for 2012 was well aligned with our performance.

Measuring 2012 Performance

In 2012, we continued to demonstrate superior market performance at levels that outperformed the industry and also achieved outstanding operating performance and, as a result, 2012 bonus levels reflected this superior performance. Bonus levels generally demonstrated slight changes over 2011 amounts which had reflected superior performance in 2011. In 2012, domestic macroeconomic conditions continued the uptrend that began in prior years off of recessionary levels, with GDP marking another full year of growth and unemployment beginning to incrementally decline, albeit at a

Table of Contents

slower pace than many economists had anticipated. The business and operating environment nonetheless remained challenging during 2012, with events such as the continuing European sovereign debt crisis leading to uncertainty and periods of dislocations in the markets, and the U.S. and international financial services industry, which holds a significant presence and role in the New York City economy, confronting a myriad of headwinds that led to a series of layoffs across the sector. Notwithstanding the economic environment, we attained significant market and operational achievements in 2012, including the following:

Executed leases in 2012 totaling approximately 3.7 million square feet of office space in our core Manhattan office portfolio at initial rental rates that were approximately 7.5% higher, on average, than the previously fully escalated rents on the same office spaces, and attained, as of December 31, 2012, a combined same-store occupancy rate in Manhattan of 93.8% as compared to 93.0% as of year-end 2011;

Continued to successfully execute a multi-faceted capital markets strategy that in 2012 included (i) closing on a new, five-year \$1.6 billion revolving credit facility that refinanced, extended and expanded our 2011 credit facility, (ii) raising approximately \$198.2 million through the issuance of ten-year senior notes and \$222.2 million through the issuance of preferred stock and (iii) efficiently raising a net total of approximately \$201.3 million of equity capital during 2012 through at-the-market equity offering programs;

Made several accretive acquisitions in 2012 that included the purchase of twelve properties encompassing 1.1 million square feet for aggregate purchase prices of \$641.3 million and invested in five properties through joint ventures for \$626.7 million;

Demonstrated sound operating performance as evidenced by attaining full-year FFO of \$5.28 per diluted share and combined same-store cash net operating income growth of approximately \$27.6 million, or 4.8%, above the prior year;

Achieved a number of specific development and leasing objectives, including commencing the redevelopment of 280 Park Avenue and signing leases with anchor tenants at 1552/1560 Broadway and 3 Columbus Circle, among others;

Attained a tenant satisfaction rating in our core New York City property portfolio of 83.8%, or approximately 1.6% above the Kingsley Index SM, a leading survey-based performance benchmarking tool in the commercial real estate industry; and

Continued to be a leader among our peers in long-term multi-year TRS performance as evidenced by attaining a total return of approximately 223% for the ten-year period ended December 31, 2012, which significantly outperformed the MSCI US REIT Index and S&P 500 return of approximately 198% and 99%, respectively, over the same period, including TRS performance of approximately 17% and 57%, respectively, over the most recent one-year and three-year periods.

In making 2012 year-end bonus decisions, our Compensation Committee sought to find a balance between (i) acknowledging the significant operational achievements attained during the year, as highlighted above, (ii) ensuring that bonus and total compensation amounts were in line with the prevailing market and adequate to address recruitment and retention needs in the competitive New York City commercial real estate markets where we actively compete for business opportunities and executive talent with other publicly-traded REITs, private real estate operating companies, opportunity funds and sovereign wealth funds, among others, (iii) continuing to ensure our compensation programs create shoulder-to-shoulder alignment of management and stockholder interests by appropriately rewarding our named executive officers for the attainment of performance achievements that drive long-term value creation and (iv) rewarding our superior long-term TRS performance and strong absolute TRS performance over the most recent one- and three-year periods. The differences in

Table of Contents

compensation awarded to our named executive officers are generally a function of the executive's position and authority, as well as the competitive landscape for executives in similar positions in the New York City commercial real estate industry. For 2012, our Compensation Committee approved the following aggregate bonuses for the named executive officers:

Executive	2012	2012	2012
	Cash Bonus	Equity Bonus(1)	Total Bonus
Marc Holliday	\$ 2,000,000	\$ 4,500,000	\$ 6,500,000
Stephen Green	\$ 2,000,000	\$ 2,700,000	\$ 4,700,000
Andrew Mathias	\$ 2,500,000	\$ 2,200,000	\$ 4,700,000
Andrew Levine	\$ 462,500	\$ 562,500(2)	\$ 1,025,000
James Mead	\$ 750,000	\$ 250,000(2)	\$ 1,000,000

- (1) Equity bonus amounts reflect dollar amounts on which the amount of equity bonuses were determined, which may differ from the grant date fair value for accounting purposes. Equity bonus amounts include amounts we intend to provide in the form of equity awards if the Third Amended 2005 Plan is approved.
- (2) Equity bonus amounts for each of Messrs. Levine and Mead include additional allocations of awards earned under our 2010 Notional Unit Plan of \$100,000.

In 2012, the Company continued to demonstrate superior long-term market performance at levels that outperformed the industry and superior operating results and, as a result, 2012 bonus levels reflected this superior performance. Bonus levels for 2012 generally demonstrated slight changes over 2011 amounts which had reflected superior performance in 2011.

Comparison of 2011-2012 Bonuses

The following table illustrates the percentage changes in 2012 bonuses as compared with bonuses for 2011:

	2012 Bonus	2011 Bonus	% Change
	(Cash & Equity)(1)	(Cash & Equity)(1)	
Marc Holliday	\$ 6,500,000	\$ 6,100,000	6.6%
Stephen Green	\$ 4,700,000	\$ 4,400,000	6.8%
Andrew Mathias	\$ 4,700,000	\$ 4,400,000	6.8%
Andrew Levine	\$ 1,025,000	\$ 1,046,440	-2.0%
James Mead	\$ 1,000,000	\$ 780,960	28.0%

- (1) Equity bonus amounts reflect dollar amounts on which the amount of equity bonuses were determined, which may differ from the grant date fair value for accounting purposes. Equity bonus amounts include amounts we intend to provide in the form of equity awards if the Third Amended 2005 Plan is approved.

As illustrated above, 2012 bonus levels for our named executive officers were modestly higher than 2011 levels in the aggregate. In 2012, we continued to demonstrate superior long-term market at levels that outperformed the industry and superior operating performance and, as a result, 2012 bonus levels generally demonstrated modest changes over 2011 amounts. Additionally, in 2012, in order to further align the interests of our named equity officers and our stockholders, we intend to provide a majority of our named executive officers' aggregate bonus for 2012 in the form of equity awards, similar to 2011. For 2012, we intend to provide approximately 70% of the bonus for Mr. Holliday, approximately 45% to 60% of the bonus for Messrs. Green, Mathias and Levine and 25% of the bonus for Mr. Mead in the form of equity awards. For 2012, we intend to provide all of the equity bonuses for our named executive officers in the form of LTIP Units or restricted stock units that may not be transferred until two years after the date they were granted. As a result of these transfer restrictions, these equity awards will provide continuing alignment of our named executive officers with our stockholders as the ultimate value they may realize will continue to be linked to the future value of our common stock.

Table of Contents

Equity bonus amounts for each of Messrs. Levine and Mead include additional allocations of awards earned under our 2010 Notional Unit Plan of \$100,000.

Comparison of 2011-2012 Total Direct Annual Compensation

In order to provide our stockholders with an analysis of compensation directly attributable to a calendar year, we are including below, consistent with prior years, a Total Direct Annual Compensation Table. The Total Direct Annual Compensation Table enables a more meaningful year-over-year compensation comparison than the Summary Compensation Table presented beginning on page 51. The Total Direct Annual Compensation Table consists of (i) the actual salary paid for the year, (ii) the annual cash bonus awarded for the year irrespective of when such amounts were ultimately paid, (iii) the annual equity bonus awarded for the year irrespective of when such awards ultimately were granted, paid and/or vested and (iv) deferred compensation contributions made for the year. This table illustrates one of the analyses undertaken by our Compensation Committee in determining each element of our named executive officers' compensation for the particular year in light of such executive's performance during the year, and it further demonstrates the correlation between the executive's pay and overall company performance.

The principal differences between the Total Direct Annual Compensation Table and the Summary Compensation Table, as presented beginning on page 51, are that (i) annual equity bonus is shown in the year to which such bonus relates based on the dollar amount on which equity bonuses were determined rather than showing the accounting grant date fair value in the year in which such grants were made as reflected in the Summary Compensation Table, and (ii) awards granted under long-term performance programs attributable to multi-year periods for which the ultimate value is unknown at the time of grant are excluded, rather than reflected at full grant-date accounting value as reflected in the Summary Compensation Table. Accordingly, the Summary Compensation Table, as presented beginning on page 51, includes the full grant date value of the portion of each executive's allocation in the 2011 Outperformance Plan awarded during the 2010-2012 period. The grant date value of each executive's allocation in the 2011 Outperformance Plan and 2010 Notional Unit Plan has been excluded from the Total Direct Annual Compensation Table, since the 2011 Outperformance Plan and 2010 Notional Unit Plan represent long-term compensation programs that provide participants the opportunity to earn equity awards only if designated TRS or stock price appreciation thresholds are achieved over multi-year periods ending on August 31, 2014, and November 30, 2012, respectively; accordingly, as such potential awards are not attributed to a singular year nor is the ultimate value of the Plans known at the time of grant, such awards have been excluded from the below table.

Additionally, the Company has historically issued certain compensation awards in connection with the signing of new or materially amended employment agreements. Although the Compensation Committee evaluates such awards in its process of determining annual compensation levels for the named executive officers, as such awards are granted for retention purposes over a multi-year period and are not attributed to service or performance for a particular year, such awards have been excluded from the below table, rather than reflected at full grant-date value in the year they were issued as in the Summary Compensation Table. For a detailed description of equity and cash compensation awards issued in connection with new or materially amended executive employment agreements that are

Edgar Filing: SL GREEN REALTY CORP - Form DEF 14A

Table of Contents

currently in effect, please see the "Potential Payments Upon Termination or Change-in-Control" section below beginning on page 57.

Name	Year	Salary	Cash Bonus	Equity Bonus(1)	Annual Deferred Compensation Contributions	Total Direct Annual Compensation(2)
Marc Holliday	2012	\$ 1,000,000	\$ 2,000,000	\$ 4,500,000	\$ 450,000	\$ 7,950,000
	2011	\$ 1,000,000	\$ 2,000,000	\$ 4,100,000	\$ 450,000	\$ 7,550,000
	2010	\$ 725,000	\$ 4,062,500	\$ 2,250,000	\$ 450,000	\$ 7,487,500
Stephen Green	2012	\$ 750,000	\$ 2,000,000	\$ 2,700,000	\$ 150,000	\$ 5,600,000
	2011	\$ 750,000	\$ 1,500,000	\$ 2,900,000	\$ 150,000	\$ 5,300,000
	2010	\$ 600,000	\$ 2,702,084	\$ 1,800,000	\$ 150,000	\$ 5,252,084
Andrew Mathias	2012	\$ 750,000	\$ 2,500,000	\$ 2,200,000	\$ 350,000	\$ 5,800,000
	2011	\$ 750,000	\$ 1,750,000	\$ 2,650,000	\$ 350,000	\$ 5,500,000
	2010	\$ 750,000	\$ 3,737,500	\$ 750,000	\$	\$ 5,237,500
Andrew Levine	2012	\$ 450,000	\$ 462,500	\$ 562,500	\$	\$ 1,475,000
	2011	\$ 450,000	\$ 850,000	\$ 196,440	\$	\$ 1,496,440
	2010	\$ 450,000	\$ 875,000			