

SL GREEN REALTY CORP
Form 4
January 13, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SL GREEN REALTY CORP [SLG]

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

01/11/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class O LTIP Units ⁽¹⁾ ₍₂₎	\$ 106.05 ₍₃₎	01/11/2017	A		15,000		<u>(1)(2)(4)</u>	01/11/2027	Common Stock	15,000 <u>(1)</u> <u>(2)</u>
Class O LTIP Units ⁽¹⁾ ₍₂₎	\$ 106.05 ₍₃₎	01/11/2017	A		15,000		<u>(1)(2)(5)</u>	01/11/2022	Common Stock	15,000 <u>(1)</u> <u>(2)</u>
LTIP Units	<u>(6)</u>	01/11/2017	A		2,829		<u>(6)</u>	<u>(6)</u>	Common Stock	2,829
LTIP Units ⁽⁷⁾	<u>(6)</u>	01/11/2017	A		648		<u>(6)(8)</u>	<u>(6)</u>	Common Stock	648

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chief Financial Officer

Signatures

/s/ Matthew J. DiLiberto 01/13/2017

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) The Class O LTIP Units, once vested, may be converted, at the election of the holder, into a number of Class A Units of limited partnership interest in SL Green Operating Partnership, L.P. ("Common Units") determined by the increase in value of a share of the Issuer's Common Stock at the time of conversion over \$106.05, which was the fair market value of a share of the Issuer's Common Stock at the time of grant pursuant to the SL Green Realty Corp. Fourth Amended and Restated 2005 Stock Option and Incentive Plan (the "Plan").
 - (2) Each Common Unit acquired upon conversion of vested Class O LTIP Units may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election,

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acquire each Common Unit so presented for one share of Common Stock. Class O LTIP Units and the Common Units into which they may be converted generally may not be disposed of without the consent of the Issuer until two years from the date of the grant of the Class O LTIP Units.

- (3) Represents the fair market value of a share of the Issuer's Common Stock at the time of grant, as determined pursuant to the Plan.

The Class O LTIP Units vest in three installments of 5,000 on January 11, 2018, 5,000 on January 11, 2019, and 5,000 on January 11, 2020, subject in each case to the reporting person's continued employment through the relevant vesting date. The rights to convert these Class O LTIP Units into Common Units have a maximum term of ten years. The rights to redeem Common Units do not have expiration dates.

- (4) Class O LTIP Units into Common Units have a maximum term of ten years. The rights to redeem Common Units do not have expiration dates.

The Class O LTIP Units vest in three installments of 5,000 on January 11, 2018, 5,000 on January 11, 2019, and 5,000 on January 11, 2020, subject in each case to the reporting person's continued employment through the relevant vesting date. The rights to convert these Class O LTIP Units into Common Units have a maximum term of five years. The rights to redeem Common Units do not have expiration dates.

- (5) Class O LTIP Units into Common Units have a maximum term of five years. The rights to redeem Common Units do not have expiration dates.

Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested LTIP Unit may be converted, at the election of the holder, into a Common Unit. Each Common Unit acquired upon conversion of a vested LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. LTIP Units are generally not convertible without the consent of the Issuer until two years from the date of the grant. The rights to convert vested LTIP Units into Common Units and redeem Common Units do not have expiration dates.

- (6) Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. LTIP Units are generally not convertible without the consent of the Issuer until two years from the date of the grant. The rights to convert vested LTIP Units into Common Units and redeem Common Units do not have expiration dates.

- (7) Represents LTIP Units that had been granted subject to performance-based vesting hurdles for which the compensation committee of the Issuer determined that the performance-based vesting hurdles had been achieved.

- (8) The LTIP Units will vest on June 30, 2017, subject to continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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