

Fascitelli Michael D
 Form 4
 January 14, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Fascitelli Michael D

2. Issuer Name and Ticker or Trading Symbol
 VORNADO REALTY TRUST
 [VNO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

888 SEVENTH AVENUE

(Street)

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

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

NEW YORK, NY 10019

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Shares | 01/10/2019 | | M | V | 413,701 A \$ 24.5212 | 701,536 ⁽¹⁾ ₍₂₎ | D |
| Common Shares | 01/10/2019 | | F | | 287,627 D \$ 65.03 | 413,909 ⁽¹⁾ | D |
| Common Shares | 01/14/2019 | | S | | 126,074 D \$ 64.2302 ₍₃₎ | 287,835 ⁽¹⁾ | D |
| Common Shares | | | | | | 1,400,756 ⁽¹⁾ | I Held by Trust ⁽⁴⁾ |
| Common Shares | | | | | | 67,537 ⁽¹⁾ | I Held by an LP ⁽⁴⁾ |

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| | | | |
|---------------|------------------------|---|---------------------------------|
| Common Shares | 105,191 ⁽¹⁾ | I | Held by an LLC ⁽⁴⁾ |
| Common Shares | 3,150 ⁽¹⁾ | I | Held by children ⁽⁴⁾ |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Options (Right to Buy) | \$ 24.5212 | 01/10/2019 | | M | 413,701 | 02/27/2010 02/27/2019 | Common Shares 413,701 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fascitelli Michael D 888 SEVENTH AVENUE NEW YORK, NY 10019 | X | | | |

Signatures

/s/ Steven Santora, Attorney
in Fact 01/14/2019

**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) Common Shares of beneficial interest, par value \$.04 per share (the "Common Shares"), of Vornado Realty Trust ("the Company").

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- (2) The decrease of 1,400,756 Common Shares directly held since the Reporting Person's immediately preceding Form 4 filing is attributable to distributions in accordance with the requirements of the applicable grantor retained annuity trust.

- Represents weighted average sale price. These Common Shares were sold through the execution of a single market order at prices ranging
- (3) between \$63.92 and \$64.85. Full information regarding the number of shares sold at each separate price will be provided upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer.

- The Reporting Person disclaims beneficial ownership of these securities, and this reports shall not be deemed an admission that the
- (4) Reporting Person is the beneficial owner of these securities for the purpose, except to the extent of the Reporting Person's pecuniary interest.

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

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