

SL GREEN REALTY CORP

Form 4

January 14, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HOLLIDAY MARC**

(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)

**01/12/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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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. Price
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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)	Secu (Instr				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units	<u>(1)</u>	01/12/2015	A		45,832		<u>(1)</u>	<u>(1)</u>	Common Stock	45,832	\$
LTIP Units <u>(2)</u>	<u>(1)</u>	01/12/2015	A		87,870		<u>(1)(3)</u>	<u>(1)</u>	Common Stock	87,870	\$
LTIP Units <u>(4)</u>	<u>(1)</u>	01/12/2015	A		46,089		<u>(1)(5)</u>	<u>(1)</u>	Common Stock	46,089	\$
LTIP Units <u>(6)</u>	<u>(1)</u>	01/12/2015	A		4,987		<u>(1)(7)</u>	<u>(1)</u>	Common Stock	4,987	\$
LTIP Units	<u>(1)</u>						<u>(1)</u>	<u>(1)</u>	Common Stock	11,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOLLIDAY MARC C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170	X Chief Executive Officer

## Signatures

/s/ Marc  
Holliday  
01/14/2015  
Date  
Signature of Reporting Person

## 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) Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested LTIP Unit may be converted, at the election of the holder, into a Class A Unit of limited partnership interest in SL Green Operating Partnership, L.P. (a "Common Unit"). Each Common Unit acquired upon conversion of 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

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rights to convert vested LTIP Units into Common Units and redeem Common Units do not have expiration dates.

- (2) Represents 87,870 LTIP Units granted in connection with provisions contained in an employment agreement dated as of September 12, 2013 (as amended) between the reporting person and the Issuer (the "Employment Agreement").  
The LTIP Units granted in connection with provisions contained in the Employment Agreement vest on January 17, 2015, subject to continued employment. The vesting of these LTIP Units was subject to performance criteria that were satisfied as a result of 2014 performance.
- (3)
- (4) Represents LTIP Units issued pursuant to the SL Green Realty Corp. 2014 Long-Term Outperformance Plan (the "2014 Plan").  
The LTIP Units granted pursuant to the 2014 Plan will vest 50% on August 31, 2017, and 50% on August 31, 2018, subject to the achievement of performance criteria and continued employment.
- (5)
- (6) Represents LTIP Units that had been granted subject to performance-based vesting hurdles for which the compensation committee of the Issuer determined on January 12, 2015, that the performance-based vesting hurdles had been achieved.
- (7) The LTIP Units will vest on June 30, 2015, 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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