HOLLIDAY MARC

Form 4

December 24, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HOLLIDAY MARC** Issuer Symbol SL GREEN REALTY CORP [SLG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner Other (specify X_ Officer (give title C/O SL GREEN REALTY 12/22/2009 below) CORP., 420 LEXINGTON Chief Executive Officer **AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10170 Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative (Securi	ities Acqu	iired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security	2. Transaction Date	2A. Deemed Execution Date, if	3.	4. Securit		•	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Month/Day/Year)	any	Code	etion(A) or Disposed of (D) (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)
					(A)		Reported	(Instr. 4)	(IIISII. 4)
					or		Transaction(s) (Instr. 3 and 4)		
Common			Code V	Amount 81,000	(D)	Price	(
Stock	12/22/2009		C	(1)	A	<u>(1)</u>	528,954.8 (2)	D	
Common	12/22/2009		S	94,701	D	\$ 50.66	434,253.8 (2)	D	
Stock	12, 22, 2002		~	,,,,,,	_	(3)	,	_	

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)		8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (4)	<u>(4)</u>	12/22/2009		C	81,000	<u>(4)</u>	<u>(4)</u>	Common Stock	81,000	\$

Reporting Owners

Reporting Owner Name / Address	rting Owner Name / Address					
	Director	10% Owner	Officer	Other		

X

HOLLIDAY MARC C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170

Chief Executive Officer

Relationshine

Signatures

Marc Holliday 12/24/2009

**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).
- 81,000 of the Reporting Person's limited partnership interest ("LTIP Units") in SL Green Operating Partnership, L.P. ("SLGOP"), of (1) which the Issuer is the sole general partner, were converted into Class A Units of limited partnership interests in SLGOP ("Common Unit") and then were immediately converted into an equal number of shares of the Issuer's Common Stock.
- (2) Includes 1,196.80 shares of common stock purchased through the Issuer's Employee Stock Purchase Plan.
- Represents the weighted average sale price. These shares were sold in multiple transactions at sale prices ranging from \$50.26 to \$50.98, inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - Represents LTIP Units issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs.

 Conditioned upon minimum allocations to the capital account of the LTIP Units for federal income tax purposes, each LTIP Unit may be
- converted, at the election of the holder, into a Common Unit. Each Common Unit acquired upon conversion of an LTIP Unit may be presented for redemption at the election of the holder, for cash equal to the 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. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2