LEVY JOHN S Form 4

February 01, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

> January 31, 2005

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response...

10% Owner

Other (specify

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LEVY JOHN S

2. Issuer Name and Ticker or Trading Symbol

SL GREEN REALTY CORP [SLG]

5. Relationship of Reporting Person(s) to

Issuer

below)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

C/O SL GREEN REALTY CORP., 420 LEXINGTON

AVENUE

(City)

(Instr. 3)

(Last)

6. Individual or Joint/Group Filing(Check

X_ Director

Officer (give title

4. If Amendment, Date Original Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

01/30/2018

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10170

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

> Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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)

3. Transaction Date 3A. Deemed 1. Title of Derivative

5. Number of

6. Date Exercisable and

7. Title and Amount of **Underlying Securities**

(9-02)

(Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Conversion

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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)		Year)	(Instr. 3 and	4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(1)	01/30/2018		A	3,566.952 (2)		(3)	(3)	Common Stock	3,566.952

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 5	Director	10% Owner	Officer	Other			
LEVY JOHN S C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170	X						

Signatures

/s/ John S. Levy, by Andrew S. Levine, attorney-in-fact

02/01/2018

**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)** 1 for 1.
- (2) Includes 419.516 phantom stock units accrued pursuant to deemed reinvestment of dividend equivalents on phantom stock units.

The phantom stock units become payable in common stock (or in certain cases in cash) upon (unless the reporting person elects otherwise in accordance with the documents governing the applicable program) the earlier of (i) the January 1 coincident with or next following the

earlier of (A) the reporting person's ceasing to be a director, and (B) the reporting person's death, and (ii) a change of control of the Company (as determined under such governing documents), in each case to the extent vested. In addition, the reporting person (i) has been permitted to elect to receive distributions in the form of installment payments, and (ii) may be permitted to receive distributions for certain unforeseeable emergencies.

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.

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