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SL GREEN REALTY CORP

Reported by

MATHIAS ANDREW W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/09/12 for the Period Ending 02/07/12

Address	420 LEXINGTON AVENUE ATTN: STEVEN KAHN NEW YORK, NY 10170
Telephone	2125942700
CIK	0001040971
Symbol	SLG
SIC Code	6798 - Real Estate Investment Trusts
Industry	Real Estate Operations
Sector	Services
Fiscal Year	12/31

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FORM 4

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

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MATHIAS ANDREW W	**SL GREEN REALTY CORP [SLG]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **C/O SL GREEN REALTY CORP., 420 LEXINGTON AVENUE**	3. Date of Earliest Transaction (MM/DD/YYYY) **2/7/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **President**
(Street) **NEW YORK, NY 10170** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(1)	**2/7/2012**		**D**			**33334**	(2)	(2)	**Common Stock**	**33334**	**$ 0** (3)	**0**	**D**	
LTIP Units (4)	(5)	**2/7/2012**		**A**		**33334**		(5) (6)	(5)	**Common Stock**	**33334**	**$ 0**	**294044**	**D**	

Explanation of Responses:

(1) Each restricted stock unit represents a contingent right to receive one share of Common Stock.

(2) The 33,334 restricted stock units were to vest over two years. 16,667 restricted stock units were to vest on December 31, 2012 and 16,667 restricted stock units were to vest on December 31, 2013, subject to the achievement of certain performance criteria and continued employment.

(3) On February 7, 2012, the Issuer cancelled the restricted stock units and replaced them with an equal number of LTIP Units, which are subject to the same vesting requirements as the restricted stock units.

(4) Represents LTIP Units issued pursuant to the SL Green Realty Corp. Amended and Restated 2005 Stock Option and Incentive Plan.

(5) Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each 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 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. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.

(6) The 33,334 LTIP Units vest over two years. 16,667 LTIP Units will vest on December 31, 2012 and 16,667 LTIP Units will vest on December 31, 2013, subject to the achievement of certain performance criteria and continued employment.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHIAS ANDREW W **C/O SL GREEN REALTY CORP.** **420 LEXINGTON AVENUE** **NEW YORK, NY 10170**			**President**	

Signatures

/s/ Andrew Mathias **2/9/2012**

** Signature of Reporting Person — Date

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

***** 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).

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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