SL GREEN REALTY CORP

FORM 10-K/A
(Amended Annual Report)

Filed 3/16/2005 For Period Ending 12/31/2004

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Industry	Real Estate Operations
Sector	Services
Fiscal Year	12/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to .

Commission File No. 1-13199

SL GREEN REALTY CORP.

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction incorporation or organization)	**13-3956755** (I.R.S. Employer of Identification No.)

420 Lexington Avenue, New York, NY 10170
(Address of principal executive offices - zip code)

(212) 594-2700
(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $.01 par value	New York Stock Exchange
7.625% Series C Cumulative Redeemable Preferred Stock, $0.01 par value, $25.00 mandatory liquidation preference	New York Stock Exchange
7.875% Series D Cumulative Redeemable Preferred Stock, $0.01 par value, $25.00 mandatory liquidation preference	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: **None**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐ .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes ☒ No ☐ .

As of February 28, 2005, there were 41,590,123 shares of the Registrant's common stock outstanding. The aggregate market value of common stock held by non-affiliates of the Registrant (37,800,288 shares) at June 30, 2004, was $1,769,000,000. The aggregate market value was calculated by using the closing price of the common stock as of that date on the New York Stock Exchange.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for the Annual Stockholders' Meeting to be held May 19, 2005 and to be filed within 120 days after the close of the Registrant's fiscal year are incorporated by reference into Part III of this Annual Report on Form 10-K.

Explanatory Note

The purpose of this Amendment No. 1 to SL Green Realty Corp.'s Annual Report on Form 10-K is to refile Exhibit 23.1 — Consent of Ernst & Young LLP to reflect the date of such report. This 10-K/A amends and restates Exhibit 23.1. No other information in the original 10-K is amended hereby.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (Form S-3 for the registration of (i) $500,000,000 of its common stock, preferred stock, depositary shares and warrants, No. 333-113076; (ii) 2,383,284 shares of its common stock, No. 333-70111; (iii) 1,173,232 shares of its common stock, No. 333-30394; (iv) 3,000,000 shares of its common stock, No. 333-68828; (v) 284,787 of its common stock, No. 333-62434; and (vi) 1,173,232 of its common stock, No. 333-30394 and Form S-8 pertaining to the Amended 1997 Stock Option and Incentive Plan) of SL Green Realty Corp. and in the related Prospectus of our report dated March 3, 2005 (except for Note 24 as to which the date is March 4, 2005) with respect to the consolidated financial statements and schedule of SL Green Realty Corp. SL Green Realty Corp. management's assessment of the effectiveness of internal control over financial reporting , and the effectiveness of internal control over financial reporting of SL Green Realty Corp, included in this Annual Report (Form 10K) for the year ended December 31, 2004.

/s/ Ernst & Young LLP
Ernst & Young LLP

New York, New York
March 15, 2005

End of Filing

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