

WIGHT RUSSELL B JR
Form 4
March 21, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WIGHT RUSSELL B JR

2. Issuer Name and Ticker or Trading Symbol
VORNADO REALTY TRUST
[VNO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
888 SEVENTH AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2006

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

NEW YORK, NY 10019

(City) (State) (Zip)

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

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 (A) or (D) Price			
Common Shares	03/17/2006		A	307 A <u>11</u>	50,307	D	
Common Shares					293,700 ⁽²⁾	D	
Common Shares					7,943,000	I	Held by Partnership ⁽³⁾
Common Shares					1,000	I	Held by Son ⁽⁴⁾
Common Shares					1,000	I	Held by Daughter ⁽⁵⁾

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- (1) These shares of restricted stock were granted to Mr. Wight under the provisions of the Vornado Realty Trust 2002 Omnibus Share Plan on March 17, 2006.
- (2) These Common Shares are owned by Wight Investment Partners, of which Mr. Wight is the general partner and sole beneficial owner.
These Common Shares are held by Interstate Properties, a New Jersey general partnership of which Mr. Wight is a general partner. The
- (3) filing of this Form 4 shall not be deemed an admission that Mr. Wight is the beneficial owner of these 7,943,000 Common Shares, except to the extent of his pecuniary interest therein.
- (4) These Common Shares are owned by a son of Mr. Wight. The filing of this Form 4 shall not be deemed as admission that Mr. Wight is the beneficial owner of these 1,000 Common Shares.
- (5) These Common Shares are owned by a daughter of Mr. Wight. The filing of this Form 4 shall not be deemed as admission that Mr. Wight is the beneficial owner of these 1,000 Common Shares.
- (6) These Common Shares are owned by Mr. Wight's spouse. The filing of this Form 4 shall not be deemed as admission that Mr. Wight is the beneficial owner of these 15,000 Common Shares.
- (7) These Common Shares are held by the Wight Foundation, over which Mr. Wight holds sole voting and investment power. Mr. Wight disclaims any pecuniary interest in these Common Shares.

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.