

DiLiberto Matthew J.
Form 4
March 15, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DiLiberto Matthew J.

(Last) (First) (Middle)

C/O SL GREEN REALTY
CORP., 420 LEXINGTON
AVENUE

(Street)

NEW YORK, NY 10170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

SL GREEN REALTY CORP [SLG]

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

03/08/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

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. 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)
Common Stock	03/08/2019		C	(A) or (D) Amount 2,084 (1)	\$ 0 (1) 3,807.78 (2)	D	
Common Stock	03/12/2019		S	\$ 2,084 (3)	91.66 1,723.78	D	

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

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SEC 1474
(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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. Price or Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units	(4)	03/08/2019		D	7,916	(4)	(4)	Common Stock	7,916	\$ 90.50
LTIP Units	(4)	03/08/2019		C	2,084	(4)	(4)	Common Stock	2,084	\$ 0.00

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DiLiberto Matthew J. C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170	Chief Financial Officer

Signatures

/s/ Matthew J.
DiLiberto 03/14/2019

**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).
- 2,084 of the Reporting Person's LTIP units ("LTIP Units") in SL Green Operating Partnership, L.P. ("SLGOP"), of which the Issuer is the
- (1) sole general partner, were exchanged for Class A Units of limited partnership interests in SLGOP ("Common Units") and then were immediately converted into an equal number of shares of the Issuer's Common Stock.
 - (2) Includes 489.84 shares of the Issuer's Common Stock purchased through the Issuer's Employee Stock Purchase Plan.
 - (3) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$91.32 to \$91.83 per share, 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.
 - (4) Represents LTIP Units issued pursuant to the Issuer's equity based compensatory programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested 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

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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 redemption right generally cannot be exercised until two years from the date of the grant. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.

- In accordance with the terms of the First Amended and Restated Agreement of Limited Partnership of SL Green Operating Partnership, L.P., as amended (the "Partnership Agreement"), each LTIP Unit was converted into a Common Unit, and each resulting Common Unit
- (5) was presented for redemption. At the election of the Issuer and in accordance with the terms of the Partnership Agreement, the Common Units presented for redemption were redeemed for cash, at a price per Common Unit based on the average of the closing prices of the Issuer's Common Stock for the ten consecutive trading days ending on March 7, 2019.

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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