

HOLLIDAY MARC

Form 4

December 21, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLLIDAY MARC

(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)

12/19/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive Officer

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)
Common Stock	12/19/2018		C	(A) or (D) A	55,000 (1) \$ 0 (1)	63,385.16 (2)	D
Common Stock	12/19/2018		S	(A) or (D) D	10,855 \$ 83.98 (3)	52,530.16	D
Common Stock	12/19/2018		S	(A) or (D) D	39,031 \$ 85.24 (4)	13,499.16	D
Common Stock	12/19/2018		S	(A) or (D) D	5,114 \$ 85.73	8,385.16	D

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					(5)			
Common Stock	12/20/2018	C	55,000 (1)	A	\$ 0 (1)	63,385.16	D	
Common Stock	12/20/2018	S	21,000	D	\$ 81.05 (6)	42,385.16	D	
Common Stock	12/20/2018	S	12,711	D	\$ 81.68 (7)	29,674.16	D	
Common Stock	12/20/2018	S	1,289	D	\$ 83.6 (8)	28,385.16	D	
Common Stock	12/21/2018	S	6,559	D	\$ 80.9 (9)	21,826.16	D	
Common Stock	12/21/2018	S	13,441	D	\$ 81.82 (10)	8,385.16	D	
Common Stock						1,530	I	As UTMA custodian for son
Common Stock						780	I	As UTMA custodian for daughter
Common Stock						530	I	As UTMA custodian for son

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

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(9-02)

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 Acquired (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 Deriv Secu (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

								of Shares
LTIP Units <u>(11)</u>	<u>(11)</u>	12/19/2018	C	55,000	<u>(11)</u>	<u>(11)</u>	Common Stock	55,000
LTIP Units <u>(11)</u>	<u>(11)</u>	12/20/2018	C	55,000	<u>(11)</u>	<u>(11)</u>	Common Stock	55,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLLIDAY MARC C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170	X		Chief Executive Officer	

Signatures

/s/ Marc
Holliday

12/21/2018

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) 55,000 of the Reporting Person's LTIP units ("LTIP Units") in SL Green Operating Partnership, L.P. ("SLGOP"), of which the Issuer is the 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 251.10 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 \$83.66 to \$84.63 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 the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$84.72 to \$85.71 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.
- (5) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$85.72 to \$85.77 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.
- (6) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$80.47 to \$81.46 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.
- (7) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$81.47 to \$82.35 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.
- (8) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$83.50 to \$83.70 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.
- (9) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$80.22 to \$81.21 per share, inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission

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staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$81.22 to \$82.14 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.

Represents LTIP Units issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs.

Conditioned upon minimum allocations to the capital account of the LTIP Units for federal income tax purposes, each 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 election of the holder, for cash equal to the 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.

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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