VORNADO REALTY TRUST

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Form 5

February 03, 2016

FORM	M 5							OMB A	APPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION									3235-0362	
no longe	nis box if er subject		Washington,	D.C. 205	549			Expires:	January 31, 2005	
to Section 16. Form 4 or Form 5 obligations may continue. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 1.0			
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions Reported										
	Address of Reporting USSELL B JR	Syı V (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)	(M	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2015 X Director Officer (give below)				title 10% Owner Other (specify below)			
888 SEVENTH AVENUE										
(Street) 4. If Amendment, Date Original 6. Individual or Jo Filed(Month/Day/Year)							oint/Group Reporting			
			` ,				(chec	k applicable lin	e)	
NEW YO	RK, NY 10019)				_	X_ Form Filed by Form Filed by I erson			
(City)	(State)	(Zip)	Table I - Non-De	erivative S	ecuri	ties Acqui	red, Disposed of	f, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		ed of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	•	^	^	Amount	` ´	Price			•	
Shares	Â	Â	Â	Â	Â	Â	415,658 (1)	D	Â	
Common Shares	12/16/2015	Â	S	5,000	D	\$ 99.254	41,907	I	Held by foundation (2)	
Common Shares	Â	Â	Â	Â	Â	Â	3,034	I	Held by children (3)	

Â Â Â 15,541

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Common Shares									Held by spouse (4)
Common Shares	Â	Â	Â	Â	Â	Â	5,503,548	I	Held by partnership (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (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)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WIGHT RUSSELL B JR 888 SEVENTH AVENUE NEW YORK, NY 10019	ÂX	Â	Â	Â			
Cianaturas							

Signatures

/s/ Steven Santora, Attorney in Fact 02/03/2016

**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) Common shares of beneficial interest, par value \$.04 per share (the "Common Shares"), of Vornado Realty Trust ("the Company").
- 35,000 shares, which were previously indirectly held, were contributed to the Wight Foundation on December 16, 2015, a charitable (2) organization, over which Mr. Wight holds sole voting and investment power. Mr. Wight disclaims any pecuniary interest in these Common Shares.

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- (3) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for the purpose of Section 16 or any other purpose.
- (4) These Common Shares are held by Mr. Wight's spouse. The filing of this Form 5 shall not be deemed an admission that Mr. Wight is the beneficial owner of the Common Shares.
 - These Common Shares are held by Interstate Properties, a New Jersey general partnership of which Mr. Wight is the managing general partner. The filing of this Form 5 shall not be deemed an admission that Mr. Wight is the beneficial owner of these 5,503,548 Common Shares, except to the extent of his pecuniary interest. The decline of 100,000 Common Shares held by Interstate Properties since Mr.
- (5) Wight's immediately preceding Form 4 filing is attributable to a distribution by the partnership of 100,000 Common Shares with respect to which 50,000 were distributed to Mr. Wight, which amount did not exceed Mr. Wight's pecuniary interest in the Common Shares held by Interstate Properties.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.