

SL GREEN REALTY CORP
Form 4/A
April 04, 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 *
NOCERA GERRY

2. Issuer Name and Ticker or Trading Symbol
SL GREEN REALTY CORP [SLG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SL GREEN REALTY
CORP., 420 LEXINGTON
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2006

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

(Street)
NEW YORK, NY 10170

4. If Amendment, Date Original Filed(Month/Day/Year)
03/09/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock ⁽¹⁾	03/07/2006		M		9,000 A \$ 28.1	33,126	D
Common Stock ⁽²⁾	03/07/2006		M		6,000 A \$ 25.25	42,126	D
Common Stock	03/07/2006		S		15,000 D \$ 91.25	27,126	D

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

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(9-02)

displays a currently valid OMB control number.

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. Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 28.1	03/07/2006		M	9,000	⁽⁵⁾ 10/10/2012	Common Stock	9,000
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 25.25	03/07/2006		M	6,000	⁽⁶⁾ 01/01/2010	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOCERA GERRY C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170			Chief Operating Officer	

Signatures

Gerard T. Nocera
Date: 04/04/2006

 **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)

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This Form 4 is being filed by the Reporting Person to correct the amount of shares of this grant of common stock, which was previously reported on a Form 4 filed March 9, 2006. The previously filed Form 4 incorrectly reported the amount of shares of common stock acquired as 15,000. The correct amount of shares of common stock acquired is 9,000.

- (2) This Form 4 is being filed by the Reporting Person to correct the price and amount of shares of this grant of common stock, which was previously reported on a Form 4 filed March 9, 2006. The previously filed Form 4 incorrectly reported the price of the grant as \$28.10 and the amount of shares of common stock acquired as 15,000. The correct price of the shares is \$25.25 and the correct amount of shares of common stock acquired is 6,000.

- (3) In addition, this Form 4 is being filed by the Reporting Person to correct the amount of shares of this option, the acquisition of which was previously reported on a Form 4 filed on March 9, 2006. The previously filed Form 4 incorrectly reported the amount of shares as 15,000. The correct amount of shares is 9,000.

- (4) In addition, this Form 4 is being filed by the Reporting Person to correct the conversion price of the option and the amount of shares of this option, the acquisition of which was previously reported on a Form 4 filed on March 9, 2006. The previously filed Form 4 incorrectly reported the conversion price as \$28.10 and the amount of shares as 15,000. The correct conversion price is \$25.25 and the amount of shares is 6,000.

- (5) The option vests in four installments of 25,000 shares each on October 10, 2004, October 10, 2005, October 10, 2006, and October 10, 2007.

- (6) The option vests in five installments of 6,000 shares each on January 1, 2003, January 1, 2004, January 1, 2005, January 1, 2006, and January 1, 2007.

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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