

VORNADO REALTY TRUST
Form 4/A
December 22, 2004

FORM 4

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

OMB APPROVAL

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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 *
SMITH ROBERT H

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)
2345 CRYSTAL DR, SUITE 1100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman - Smith Division

ARLINGTON, VA 22202

4. If Amendment, Date Original Filed (Month/Day/Year)
11/19/2004

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 (A) or (D) Price			
Common Shares	11/17/2004		M	36,583 A \$ 41.8874	58,764 <u>(1)</u> <u>(2)</u>	D	
Common Shares	11/17/2004		M	30,715 A \$ 42.009	89,479 <u>(1)</u> <u>(2)</u>	D	
Common Shares	11/17/2004		S	67,298 D \$ 0 <u>(5)</u>	22,181 <u>(1)</u> <u>(2)</u>	D	
Common Shares	11/17/2004		J	0 A \$ 0	3,409 <u>(1)</u> <u>(3)</u>	I	Held By LLC <u>(4)</u>

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.

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Options (Right to Buy)	\$ 41.8874	11/17/2004		M	36,583	01/28/2002 01/28/2012	Common Shares	36,583
Options (Right to Buy)	\$ 42.009	11/17/2004		M	30,715	01/28/2002 01/28/2012	Common Shares	30,715

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ROBERT H 2345 CRYSTAL DR SUITE 1100 ARLINGTON, VA 22202	X		Chairman - Smith Division	

Signatures

?s/ Robert H. Smith 12/22/2004

**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) Number of Common Shares beneficially owned as of November 17, 2004.
- (2) Includes 5,681 Common Shares received after the conversion of Class A Units received pursuant to a certain contribution agreement among Vornado Realty L.P. ("VRLP"), Vornado Realty Trust, the general partner of VRLP ("VNO"), CESC 2101 L Street L.L.C., 1100 21st Street Associates Limited Partnership, Mr. Smith and Mr. Ralph S. Dweck. Holders of the Class A Units of VRLP had the right to have their Class A Units of VRLP received under the Contribution Agreement to be redeemed in whole or in part by VRLP for cash equal to their fair market value, at the time of redemption, or at the option of VNO, which option was utilized, one Common Share

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of VNO for each Class A Unit tendered for redemption.

- (3) These 3,409 Common Shares were issued to RCS-II LLC, a limited liability company in which Mr. Smith has an interest, pursuant to the Contribution Agreement under the same terms and conditions as described in footnote 2 herein.
- (4) Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest.
- (5) Common Shares of 67,298 were sold on November 17, 2004 in the following lots and prices: 13,200 at \$70.50; 1,800 at \$70.59; 17,100 at \$70.60; 20,000 at \$70.61; 5,300 at \$70.65; 300 at \$70.66; 1,000 at \$71.00; 300 at \$71.03; 1,700 at \$71.04; 1,300 at \$71.05; 200 at \$71.06; 100 at \$71.06; 100 at \$71.07; 2,500 at \$71.13; 1,200 at \$71.26; 200 at \$71.31; 200 at \$71.47 and 898 at \$71.51.

Remarks:

The Form 4 filed on November 17, 2004 is amended to reflect additional direct and indirect beneficial ownership by Mr. Smith.

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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