

Edgar Filing: SMITH ROBERT H - Form 4

Common Shares	09/15/2005	S	700	D	\$ 86.74	130,550 ⁽²⁾	D
Common Shares	09/15/2005	S	2,100	D	\$ 86.73	128,450 ⁽²⁾	D
Common Shares	09/15/2005	S	998	D	\$ 86.72	127,452 ⁽²⁾	D
Common Shares	09/15/2005	S	300	D	\$ 86.71	127,152 ⁽²⁾	D
Common Shares	09/15/2005	S	100	D	\$ 86.7	127,052 ⁽²⁾	D
Common Shares	09/15/2005	S	1,200	D	\$ 86.68	125,852 ⁽²⁾	D
Common Shares	09/15/2005	S	100	D	\$ 86.66	125,752 ⁽²⁾	D
Common Shares	09/15/2005	S	1,100	D	\$ 86.65	124,652 ⁽²⁾	D
Common Shares	09/15/2005	S	500	D	\$ 86.64	124,152 ⁽²⁾	D
Common Shares	09/15/2005	S	4,200	D	\$ 86.63	119,952 ⁽²⁾	D
Common Shares	09/15/2005	S	600	D	\$ 86.62	119,352 ⁽²⁾	D
Common Shares	09/15/2005	S	200	D	\$ 86.61	119,152 ⁽²⁾	D
Common Shares	09/15/2005	S	4,694	D	\$ 86.6	114,458 ⁽²⁾	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)

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ROBERT H 2345 CRYSTAL DRIVE SUITE 1000 ARLINGTON, VA 22202	X		President - Smith Division	

Signatures

/s/ Robert H.
Smith

09/16/2005

**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) Mr. Smith's interest in these Class A Units is held by RCS-II LLC. Mr. Smith disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest.

19,750 of these Common Shares were issued as "restricted stock" under the terms of the Vornado Realty Trust 2002 Omnibus Share Plan. Of these 19,750 Common Shares, (i) 5,000 Common Shares of restricted stock were granted on 1/28/03, with the shares vesting in equal portions over a five-year period with the remaining three portions vesting in January of 2006, 2007 and 2008, (ii) 5,000 Common Shares

(2) of restricted stock were granted on 4/1/03, with the shares vesting in equal portions over a five-year period with the remaining three portions vesting in January of 2006, 2007 and 2008, (iii) 6,500 Common Shares of restricted stock were granted on 2/6/04, with the shares vesting in equal portions over a five-year period with the remaining four portions vesting in January of 2006, 2007, 2008 and 2009 and (iv) 3,250 Common Shares of restricted stock were granted on 2/8/05, with the shares vesting in equal portion over five-year period beginning January, 2006.

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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