

GMH Communities Trust
Form 4
October 06, 2005

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 *
VORNADO REALTY TRUST

(Last) (First) (Middle)

888 SEVENTH AVE

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GMH Communities Trust [GCT]

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares of Beneficial Interest ⁽¹⁾ | 09/28/2005 | | P | 700,000 ⁽²⁾ | \$ 14.25 | 700,000 | D ⁽²⁾ |
| Common Shares of Beneficial Interest ⁽¹⁾ | 09/30/2005 | | J | 534 ⁽³⁾ | A ⁽³⁾ | 4,034 ⁽⁴⁾ | I ⁽⁴⁾ I ⁽⁴⁾ |

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

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VORNADO REALTY TRUST 888 SEVENTH AVE NEW YORK, NY 10019 | | X | | |
| VORNADO REALTY LP PARK 80 WEST PLAZA II SADDLE BROOK, NJ 07663 | | X | | |

Signatures

| | |
|--|------------|
| Vornado Realty Trust - /s/ Alan J. Rice, Senior Vice President | 10/06/2005 |
| __Signature of Reporting Person | Date |
| Vornado Realty L.P., by Vornado Realty Trust (general partner) - /s/ Alan J. Rice, Senior Vice President | 10/06/2005 |
| __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) Par value \$0.001 per share (the "Common Shares").
On September 28, 2005, Vornado Investments L.L.C. agreed to purchase in a public offering 700,000 Common Shares at the public offering price per Common Share of \$14.25. The Common Shares were acquired on October 4, 2005. Vornado Investments L.L.C. is a wholly-owned subsidiary of Vornado Realty L.P.
 - (3) On September 30, 2005, the Compensation Committee of the Board of Trustees of GMH Communities Trust (the "Issuer") granted to Michael Fascitelli 534 restricted Common Shares pursuant to the GMH Communities Trust Equity Incentive Plan in connection with Mr.

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Fascitelli's appointment to the Issuer's Board of Trustees. Mr. Fascitelli is the President and a member of the Board of Trustee of Vornado Realty Trust and holds these restricted Common Shares for the benefit of Vornado Realty Trust. The shares vest in equal installments over three years.

- (4) Constitutes restricted Common Shares of the Issuer comprised of 3,500 shares granted August 10, 2005 and 534 shares granted September 30, 2005.

Remarks:

This Form 4 is being filed by Vornado Realty Trust ("Vornado") and Vornado Realty L.P. ("Realty L.P." and, together with Vornado and Realty L.P., the "Reporting Persons") with respect to Common Shares of Beneficial Interest, par value \$0.001 per share ("Common Shares") of GMH Communities Trust, a Maryland real estate investment trust (the "Issuer"). Vornado Realty Trust is a fully-integrated real estate investment trust. Vornado conducts its business through Realty L.P., a Delaware limited partnership. Vornado is the sole general partner of, and owned approximately 88.4% of the common limited partnership interests in Realty L.P. at June 30, 2005.

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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