## Edgar Filing: BURTON EDWIN T III - Form 4

BURTON E Form 4 January 04,									
<b>FORN</b> Check the if no lon, subject to Section 2 Form 4 of Form 5 obligation may con	obligations may continue. See Instruction See					N OMB Number: Expires: Estimated burden hou response	urs per		
(Print or Type	Responses)								
	Address of Reporting EDWIN T III	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol SL GREEN REALTY CORP [SLG			<ul><li>5. Relationship of Reporting Person(s) to Issuer</li><li>[6] (Check all applicable)</li></ul>			
(Last) C/O 420 LE	(Month/	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2005			X_ Director 10% Owner Officer (give title Other (specify below) below)				
		4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
NEW YOR	K, NY 10024					Person		epotting	
(City)	(State)	(Zip) Tal	ble I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		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		(D) Price				
Reminder: Rep	port on a separate line	for each class of sec	curities bene	Perso inforn requir	ns who res nation cont ed to resp	or indirectly. spond to the collectained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

number.

	Derivative Security			(D)	Disposed of (D) (Instr. 3, 4,				
			Code V	(A) (	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	01/03/2005	А	1,051	(2)	(2)	Common Stock	1,051	\$ 60
Donor	ting Ov	vnoro							

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
BURTON EDWIN T III C/O 420 LEXINGTON AVENUE NEW YORK, NY 10024	X					
Signatures						
Edwin T. Burton, by Andrew Levin attorney-in-fact	e,		01/04/	2005		
**Signature of Reporting Person			Date	e		

## **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) 1-for-1.

The phantom stock units become payable in common stock (or in certain cases in cash) upon (unless the reporting person elects otherwise in accordance with the documents governing the applicable program) the earlier of (i) the January 1 coincident with or next following the

(2) earlier of (A) the reporting person's ceasing to be a director, and (B) the reporting peron's death, and (ii) a change of control of the Company (as determined under such governing documents). In addition, the reporting person may be permitted to elect to receive distributions (i) for certain unforseeable emergencies and (ii) in the form of installment payments.

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