#### **VORNADO REALTY TRUST**

Form 4

March 17, 2006

# FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 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(b).

(Last)

1. Name and Address of Reporting Person \*

WIGHT RUSSELL B JR

888 SEVENTH AVENUE

2. Issuer Name and Ticker or Trading

Symbol

VORNADO REALTY TRUST

[VNO]

(Middle)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 03/16/2006

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_\_ Director 10% Owner Officer (give title \_ Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10019

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed 4 and 3 (A) or	l of (D) 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)
Common Shares	03/16/2006		Code V S	Amount 5,000	(D)	Price \$ 96.93	368,700 (1)	D	
Common Shares	03/16/2006		S	5,000	D	\$ 97	363,700 (1)	D	
Common Shares	03/16/2006		S	5,000	D	\$ 97.1	358,700 (1)	D	
Common Shares	03/16/2006		S	10,000	D	\$ 97.25	348,700 (1)	D	
Common Shares	03/16/2006		S	5,000	D	\$ 97.4	343,700 (1)	D	

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Common Shares	03/16/2006	S	5,000	D	\$ 97.5	338,700 (1)	D	
Common Shares	03/16/2006	S	5,000	D	\$ 97.6	333,700 (1)	D	
Common Shares	03/16/2006	S	5,000	D	\$ 97.6	328,700 (1)	D	
Common Shares	03/16/2006	S	5,000	D	\$ 97.8	323,700 (1)	D	
Common Shares	03/16/2006	S	5,000	D	\$ 97.9	318,700 (1)	D	
Common Shares	03/16/2006	S	5,000	D	\$ 98	313,700 (1)	D	
Common Shares	03/16/2006	S	5,000	D	\$ 98.1	308,700 (1)	D	
Common Shares						50,000	D	
Common Shares						29,800	I	Held by Foundation (2)
Common Shares						7,943,000	I	Held by Partnership (3)
Common Shares						1,000	I	Held by Son
Common Shares						1,000	I	Held by Daughter (5)
Common Shares						15,000	I	Held by Spouse (6)

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.

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.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ		e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans

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of (D) (Instr. 3, 4, and 5)

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

Number of Shares (Insti

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

WIGHT RUSSELL B JR

888 SEVENTH AVENUE X

# **Signatures**

NEW YORK, NY 10019

/s/ Russell B. Wight, Jr. 03/17/2006

\*\*Signature of Reporting 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) These Common Shares are owned by Wight Investment Partners, of which Mr. Wight is the general partner and sole beneficial owner.
- (2) These Common Shares are held by the Wight Foundation, over which Mr. Wight holds sole voting and investment power. Mr. Wight disclaims any pecuniary interest in these Common Shares.
- These Common Shares are held by Interstate Properties, a New Jersey general partnership of which Mr. Wight is a general partner. The filing of this Form 4 shall not be deemed an admission that Mr. Wight is the beneficial owner of these 7,943,000 Common Shares, except to the extent of his pecuniary interest therein.
- (4) These Common Shares are owned by a son of Mr. Wight. The filing of this Form 4 shall not be deemed as admission that Mr. Wight is the benefical owner of these 1,000 Common Shares.
- (5) These Common Shares are owned by a daughter of Mr. Wight. The filing of this Form 4 shall not be deemed as admission that Mr. Wight is the benefical owner of these 1,000 Common Shares.
- (6) These Common Shares are owned by Mr. Wight's spouse. The filing of this Form 4 shall not be deemed as admission that Mr. Wight is the benefical owner of these 15,000 Common Shares.

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.

Reporting Owners 3