

MATHIAS ANDREW W  
Form 4  
February 01, 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*  
1(b).

**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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MATHIAS ANDREW W

(Last) (First) (Middle)

C/O SL GREEN REALTY  
CORP., 420 LEXINGTON  
AVENUE 19TH FLOOR

(Street)

NEW YORK, NY 10170

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

SL GREEN REALTY CORP [SLG]

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

01/30/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Investment Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 01/30/2006                           |                                                    | M                              |                                                                   | 8,333  | A          | \$ 29.53                                                                                      | 133,053                                                  | D                                                     |
| Common Stock                    | 01/30/2006                           |                                                    | M                              |                                                                   | 16,667 | A          | \$ 36.55                                                                                      | 149,720                                                  | D                                                     |
| Common Stock                    | 01/30/2006                           |                                                    | S                              |                                                                   | 25,000 | D          | \$ 84.71                                                                                      | 124,720                                                  | D                                                     |

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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           |                            |
| Employee Stock Option (Right to Buy)       | \$ 29.53                                               | 01/30/2006                           |                                                    | M                              | 8,333                                                                                   | <u>(1)</u> 11/09/2011                                    | Common Stock                                                  | 8,333                      |
| Employee Stock Option (Right to Buy)       | \$ 36.55                                               | 01/30/2006                           |                                                    | M                              | 16,667                                                                                  | <u>(2)</u> 11/11/2013                                    | Common Stock                                                  | 16,667                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MATHIAS ANDREW W  
C/O SL GREEN REALTY CORP.  
420 LEXINGTON AVENUE 19TH FLOOR  
NEW YORK, NY 10170

Chief Investment Officer

## Signatures

Andrew Mathias 02/01/2006

\*\*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) The option vests in three installments, of 8,334 shares on December 31, 2004, 8,333 shares on December 31, 2005 and 8,333 shares on December 31, 2006.

(2)

## Edgar Filing: MATHIAS ANDREW W - Form 4

The option vests in four installments, of 7,500 shares on January 1, 2005, 15,000 shares on January 1, 2006, 22,500 shares on January 1, 2007 and 30,000 shares on January 1, 2008.

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.