

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE

SECURITIES EXCHANGE ACT OF 1934

SL GREEN REALTY CORP.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MARYLAND

13-3956775

(STATE OF INCORPORATION OR ORGANIZATION)

(I.R.S. EMPLOYER
IDENTIFICATION NO.)

70 WEST 36TH STREET
NEW YORK, NEW YORK

10018

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(ZIP CODE)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1) please check the following box. / /

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2) please check the following box. / /

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

8.0% Series A Convertible, Cumulative Preferred Stock New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The section captioned "Capital Stock" in the Registrant's Prospectus to be filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933 as amended, and forming a part of the Registrant's Registration Statement on Form S-11 (No. 333-50311) (the "Registration Statement") is incorporated herein by reference.

ITEM 2. EXHIBITS.

The securities described herein are to be registered on the New York Stock Exchange, on which other securities of the Registrant are registered. Accordingly, the following exhibits, required in accordance with Part I to the Instructions as to Exhibits of Form 8-A, are to be filed with the New York Stock Exchange:

- (I) Articles Supplementary to the Articles of Incorporation, establishing and fixing the rights and preferences of series of shares of preferred stock (incorporated by reference to Amendment No. 2 of the Company's Registration Statement on Form S-11, File No 333-50311).
- (II) Articles of Incorporation of the Registrant (incorporated by reference to the Company's Registration Statement on Form S-11, File No. 333-29329).
- (III) By-Laws of the Registrant (incorporated by reference to the Registrant's Registration Statement on Form S-11, File No. 333-29329).
- (IV) A specimen certificate of preferred stock of the Company (incorporated by reference to Amendment No. 2 of the Company's Registration Statement on Form S-11, File No. 333-50311)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

SL GREEN REALTY CORP.

By: /s/ Benjamin P. Feldman

Benjamin P. Feldman
Executive Vice President

Date: May 13, 1998