FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIAL	OWNERSHIP

OME	3 APPROVAL
OMB Numbe	er: 3235-0287
Estimated a	verage burden
hours per re	sponse: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MATHIAS ANDREW W (Last) (First) (Middle)				3	SL GREEN REALTY CORP [SLG] 3. Date of Earliest Transaction (Month/Day/Year) 02/07/2007									all applica Director Officer (below)	able)		10% Ow Other (sp below)	ner
C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE 19TH FLOOR				If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
(Street) NEW Y(Y State)	10170 (Zip)		. if Am 02/09/2		Date (or Originai Fi	lea (Montn/Day	yr Year)		ne) X	Form file	ed by One	Repoi	ting Person	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date			Transacti ate lonth/Day	Execution Date		Code (Instr.					Form ly (D) or		Direct II Indirect E str. 4)	'. Nature of ndirect Beneficial Ownership				
							Code	/	Amount	(A) o (D)	r Price	Transactio					nstr. 4)	
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)	Derivative Conversion Date Execution Date, Gecurity or Exercise (Month/Day/Year) if any		Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		es I (A) sed str.	Expiration Date of Sec (Month/Day/Year) Under Deriva		of Securit Underlyin Derivative	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		B. Price of Derivative Security Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Share	.		(Instr. 4)			
Stock Option (Right to Buy)	\$152.76	02/07/2007		A		150,000		01/01/2008 ⁽¹) 0	2/07/2017	Common Stock	150,00	00	\$0	150,00	00	D	

Explanation of Responses:

1. This Form 4 dated May 9, 2007 amends and restates in its entirety the Form 4 filed by the reporting person on February 9, 2007. This form is being filed to correct the vesting schedule on the form filed on February 9, 2007. The options vest annually in four equal installments commencing January 1, 2008.

Andrew W. Mathias

05/09/2007

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.