

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MATHIAS ANDREW W</u>  (Last) (First) (Middle) <u>C/O SL GREEN REALTY CORP.</u> <u>420 LEXINGTON AVENUE</u>  (Street) <u>NEW YORK NY 10170</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SL GREEN REALTY CORP [ SLG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/12/2015</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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
LTIP Units	(1)	01/12/2015		A		32,952		(1)	(1)	Common Stock	32,952	\$0	510,249	D	
LTIP Units <sup>(2)</sup>	(1)	01/12/2015		A		58,667		(1)(3)	(1)	Common Stock	58,667	\$0	568,916	D	
LTIP Units <sup>(4)</sup>	(1)	01/12/2015		A		32,533		(1)(5)	(1)	Common stock	32,533	\$0	601,449	D	
LTIP Units <sup>(6)</sup>	(1)	01/12/2015		A		3,779		(1)(7)	(1)	Common Stock	3,779	\$0	605,228	D	

**Explanation of Responses:**

- Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested LTIP Unit may be converted, at the election of the holder, into a Class A Unit of limited partnership interest in SL Green Operating Partnership, L.P. (a "Common Unit"). Each Common Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. LTIP Units are generally not convertible without the consent of the Issuer until two years from the date of the grant. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.
- Represents 58,667 LTIP Units granted in connection with provisions contained in an employment agreement dated as of November 8, 2013 (as amended) between the reporting person and the Issuer (the "Employment Agreement").
- The LTIP Units granted in connection with provisions contained in the Employment Agreement vest on December 31, 2015, subject to the achievement of certain performance criteria and continued employment; provided that LTIP Units that do not vest initially may vest on December 31, 2016, subject to the achievement of certain cumulative performance criteria and continued employment through such date.
- Represents LTIP Units issued pursuant to the SL Green Realty Corp. 2014 Long-Term Outperformance Plan (the "2014 Plan").
- The LTIP Units granted pursuant to the 2014 Plan will vest 50% on August 31, 2017, and 50% on August 31, 2018, subject to the achievement of performance criteria and continued employment.
- Represents LTIP Units that had been granted subject to performance-based vesting hurdles for which the compensation committee of the Issuer determined on January 12, 2015, that the performance-based vesting hurdles had been achieved.
- The LTIP Units will vest on June 30, 2015, subject to continued employment.

/s/ Andrew W. Mathias 01/14/2015

\*\* 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.