

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>NOCERA GERRY</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2006</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/09/2006</u>		

**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 <sup>(1)</sup>	03/07/2006		M		9,000	A	\$28.1	33,126	D	
Common Stock <sup>(2)</sup>	03/07/2006		M		6,000	A	\$25.25	42,126	D	
Common Stock	03/07/2006		S		15,000	D	\$91.25	27,126	D	

**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
Employee Stock Option (Right to Buy) <sup>(3)</sup>	\$28.1	03/07/2006		M		9,000		(5)	10/10/2012	Common Stock	9,000	\$91.25	29,000	D	
Employee Stock Option (Right to Buy) <sup>(4)</sup>	\$25.25	03/07/2006		M		6,000		(6)	01/01/2010	Common Stock	6,000	\$91.25	35,000	D	

**Explanation of Responses:**

- This Form 4 is being filed by the Reporting Person to correct the amount of shares of this grant of common stock, which was previously reported on a Form 4 filed March 9, 2006. The previously filed Form 4 incorrectly reported the amount of shares of common stock acquired as 15,000. The correct amount of shares of common stock acquired is 9,000.
- This Form 4 is being filed by the Reporting Person to correct the price and amount of shares of this grant of common stock, which was previously reported on a Form 4 filed March 9, 2006. The previously filed Form 4 incorrectly reported the price of the grant as \$28.10 and the amount of shares of common stock acquired as 15,000. The correct price of the shares is \$25.25 and the correct amount of shares of common stock acquired is 6,000.
- In addition, this Form 4 is being filed by the Reporting Person to correct the amount of shares of this option, the acquisition of which was previously reported on a Form 4 filed on March 9, 2006. The previously filed Form 4 incorrectly reported the amount of shares as 15,000. The correct amount of shares is 9,000.
- In addition, this Form 4 is being filed by the Reporting Person to correct the conversion price of the option and the amount of shares of this option, the acquisition of which was previously reported on a Form 4 filed on March 9, 2006. The previously filed Form 4 incorrectly reported the conversion price as \$28.10 and the amount of shares as 15,000. The correct conversion price is \$25.25 and the amount of shares is 6,000.
- The option vests in four installments of 25,000 shares each on October 10, 2004, October 10, 2005, October 10, 2006, and October 10, 2007.
- The option vests in five installments of 6,000 shares each on January 1, 2003, January 1, 2004, January 1, 2005, January 1, 2006, and January 1, 2007.

Gerard T. Nocera 04/04/2006  
 \*\* 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.