

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

Amendment No. 3

SL GREEN REALTY CORP.

(Name of Subject Company (Issuer))

SL GREEN REALTY CORP.

(Names of Filing Persons (Issuer))

**SL Green Operating Partnership, L.P. 3.00% Exchangeable Senior Notes due 2027
Reckson Operating Partnership L.P. 4.00% Exchangeable Senior Debentures due 2025**

(Title of Class of Securities)

78444FAA4

75621LAJ3

(CUSIP Numbers of Class of Securities)

Andrew S. Levine

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Copy to:

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New York, New York 10036

(212) 735-3000

(Name, Address and Telephone Numbers of Person

Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Calculation of Filing Fee

Transaction Valuation*

\$250,000,000

Amount of Filing Fee

\$17,825.00**

* Calculated solely for purposes of determining the amount of the filing fee and based upon a transaction value of \$250,000,000. The amount of the filing fee, \$71.30 for each \$1,000,000 of transaction value, was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended.

** Previously Paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: None Filing Party: Not applicable

Form or Registration No.: Not applicable Date Filed: Not applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

* If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 133-14(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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Introductory Statement

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO, originally filed with the Securities and Exchange Commission (the "SEC") on March 11, 2010, as amended and supplemented by Amendment No. 1 to Schedule TO filed on March 11, 2010 and Amendment No. 2 to Schedule TO filed on March 16, 2010 (as amended and supplemented, the "Schedule TO"), by SL Green Realty Corp. ("SL Green"). This Schedule TO relates to the offer by SL Green to purchase for cash (1) SL Green Operating Partnership, L.P.'s (the "Operating Partnership") 3.00% Exchangeable Senior Notes due 2027 (the "3.00% Notes") and (2) Reckson Operating Partnership L.P.'s ("Reckson") 4.00% Exchangeable Senior Debentures due 2025 (the "4.00% Notes" and together with the 3.00% Notes, the "Exchangeable Notes").

In addition to the Exchangeable Notes that relate to this Schedule TO, SL Green also offered to purchase for cash Reckson's (a) 5.15% Notes due 2011 (the "5.15% Notes") and (b) 5.875% Notes due 2014 (the "5.875% Notes" and together with the 5.15% Notes and the Exchangeable Notes, the "Notes"), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 11, 2010 (the "Offer to Purchase"), a copy of which was previously filed as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal, a copy of which was previously filed as Exhibit (a)(1)(B) to the Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). The Offer is was made for up to \$250,000,000 aggregate principal amount of the Notes.

The 3.00% Notes were issued by the Operating Partnership pursuant to an Indenture, dated as of May 26, 2007, among the Operating Partnership, as Issuer, SL Green, and The Bank of New York, as Trustee (the "Trustee"). The 4.00% Notes, 5.15% Notes and 5.875% Notes were issued by Reckson pursuant to an Indenture, dated as of March 26, 1999, among Reckson, as Issuer, Reckson Associates Realty Corp., as Guarantor, and the Trustee, as amended and supplemented.

This Amendment reports the results of the Offer and amends only the items in the Schedule TO that are being amended, and unaffected terms are not included herein. Except as specifically set forth herein, this Amendment No. 3 does not modify any of the information previously reported in the Schedule TO. All capitalized terms in this Amendment No. 3 and not otherwise defined have the respective meanings ascribed to them in the Schedule TO. You should read this Amendment No. 3 to the Schedule TO together with the Schedule TO, the Offer to Purchase and the related Letter of Transmittal.

This Amendment No. 3 and the Schedule TO, as previously amended, are intended to satisfy the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The information in the Offer to Purchase and the related Letter of Transmittal is incorporated by reference as set forth below.

Item 4. Terms of the Transaction.

(a) Material Terms.

Item 4(a) of the Schedule TO is hereby amended and supplemented by adding the following language:

On April 8, 2010, SL Green announced the expiration and final results of the Offer. The Offer expired at 12:00 midnight, New York City time, on April 7, 2010. As of the Expiration Date, \$124,382,000 aggregate principal amount of Notes were validly tendered and not withdrawn. SL Green has accepted \$114,997,000 aggregate principal amount of the tendered Notes pursuant to the terms of the Offer. Settlement of the Offer is expected to occur promptly and any tendered Notes not accepted will be promptly returned to the holders. A copy of the Press Release announcing the expiration and final results of the tender offer is filed as Exhibit (a)(5)(E) hereto.

Item 12. Exhibits.

- | | |
|------------|---|
| (a)(1)(A)* | Offer to Purchase, dated March 11, 2010. |
| (a)(1)(B)* | Form of Letter of Transmittal. |
| (a)(5)(A)* | Press Release, dated March 11, 2010 announcing SL Green's launch of the tender offer. |
| (a)(5)(B)* | Press Release, dated March 11, 2010 announcing offering of senior notes. |
| (a)(5)(C)* | Press Release, dated March 11, 2010 announcing pricing of senior notes. |
| (a)(5)(D)* | Press Release, dated March 16, 2010 announcing closing of senior notes offering. |
| (a)(5)(E) | Press Release, dated April 8, 2010 announcing expiration and final results of the tender offer. |
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- (b)(1)* Indenture, dated as of March 16, 2010, among Reckson Operating Partnership, L.P., as Issuer, SL Green Realty Corp. and SL Green Operating Partnership, L.P., as Co-Obligors, and The Bank of New York Mellon, as Trustee.
- (b)(2)* Form of 7.75% Senior Note due 2020 of Reckson, SL Green and SL Green OP (included in the Indenture filed as Exhibit (b)(1) hereto).
- (b)(3)* Registration Rights Agreement, dated as of March 16, 2010, among Reckson Operating Partnership, L.P., and SL Green Realty Corp. and SL Green Operating Partnership, L.P., as Co-Obligors, and Banc of America Securities LLC, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc.
- (d)(1)* Indenture, dated as of March 26, 2007, among SL Green Operating Partnership, L.P., as Issuer, SL Green Realty Corp., and The Bank of New York, as Trustee (filed as Exhibit 4.1 to SL Green's Form 8-K filed on March 27, 2007 and incorporated herein by reference).
- (d)(2)* Form of 3.00% Exchangeable Senior Notes due 2027 of the Operating Partnership, incorporated by reference to SL Green's Form 8-K filed with the Commission on March 27, 2007.
- (d)(3)* Indenture, dated as of March 26, 1999, among Reckson Operating Partnership, L.P., as Issuer, Reckson Associates Realty Corp., as Guarantor, and The Bank of New York, as Trustee (filed as Exhibit 4.3 to Reckson's Form 8-K filed on March 26, 1999 and incorporated herein by reference).
- (d)(4)* First Supplemental Indenture, dated as of January 25, 2007, by and among Reckson Operating Partnership, L.P., Reckson Associates Realty Corp., The Bank of New York and SL Green Realty Corp., incorporated by reference to SL Green's Form 8-K dated January 24, 2007, filed with the Commission on January 30, 2007.
- (d)(5)* Form of 4.00% Exchangeable Senior Debentures due 2025 of Reckson, incorporated by reference to Reckson's form 8-K filed with the Commission on June 27, 2005.
- (d)(6)* Rights Agreement, dated as of March 6, 2000, between SL Green Realty Corp. and American Stock Transfer & Trust Company which includes as Exhibit A thereto the Articles Supplementary Establishing and Fixing the Rights and Preferences of the Series B Junior Participating Preferred Stock and as Exhibit B thereto, the Form of Rights Certificates incorporated by reference to SL Green's Form 8-K, dated March 16, 2000, filed with the Commission on March 16, 2000.
- (d)(7)* Amended 1997 Stock Option and Incentive Plan incorporated by reference to SL Green's Registration Statement on Form S-8 (No. 333-89964), filed with the Commission on June 6, 2002.
- (d)(8)* 2003 Long-Term OutPerformance Compensation Program, dated April 1, 2003, incorporated by reference to SL Green's Form 10-Q for the quarter ended June 30, 2003, filed with the Commission on August 12, 2003.
- (d)(9)* Independent Directors' Deferral Plan, incorporated by reference to SL Green's Form 10-K for the year ended December 31, 2004, filed with the Commission on March 15, 2005.
- (d)(10)* Amended and Restated 2005 Stock Option and Incentive Plan, incorporated by reference to SL Green's Form 10-Q dated September 30, 2007, filed with the Commission on November 9, 2007.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SL GREEN REALTY CORP.

By: /s/ Andrew S. Levine

Name: Andrew S. Levine

Title: Executive Vice President, Chief Legal Officer, General
Counsel and Secretary

Dated: April 8, 2010

EXHIBIT INDEX

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| (b)(2)* | Form of 7.75% Senior Note due 2020 of Reckson, SL Green and SL Green OP (included in the Indenture filed as Exhibit (b)(1) hereto). |
| (b)(3)* | Registration Rights Agreement, dated as of March 16, 2010, among Reckson Operating Partnership, L.P., and SL Green Realty Corp. and SL Green Operating Partnership, L.P., as Co-Obligors, and Banc of America Securities LLC, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc. |
| (d)(1)* | Indenture, dated as of March 26, 2007, among SL Green Operating Partnership, L.P., as Issuer, SL Green Realty Corp., and The Bank of New York, as Trustee (filed as Exhibit 4.1 to SL Green's Form 8-K filed on March 27, 2007 and incorporated herein by reference). |
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| (d)(4)* | First Supplemental Indenture, dated as of January 25, 2007, by and among Reckson Operating Partnership, L.P., Reckson Associates Realty Corp., The Bank of New York and SL Green Realty Corp., incorporated by reference to SL Green's Form 8-K dated January 24, 2007, filed with the Commission on January 30, 2007. |
| (d)(5)* | Form of 4.00% Exchangeable Senior Debentures due 2025 of Reckson, incorporated by reference to Reckson's form 8-K filed with the Commission on June 27, 2005. |
| (d)(6)* | Rights Agreement, dated as of March 6, 2000, between SL Green Realty Corp. and American Stock Transfer & Trust Company which includes as Exhibit A thereto the Articles Supplementary Establishing and Fixing the Rights and Preferences of the Series B Junior Participating Preferred Stock and as Exhibit B thereto, the Form of Rights Certificates incorporated by reference to SL Green's Form 8-K, dated March 16, 2000, filed with the Commission on March 16, 2000. |
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| (g) | Not applicable. |
| (h) | Not applicable. |

* Previously filed.

FOR IMMEDIATE RELEASE**CONTACT**

Gregory F. Hughes
 Chief Operating Officer and
 Chief Financial Officer

—or—

Heidi Gillette
 Investor Relations
 (212) 594-2700

SL Green Realty Corp. Announces Expiration and Final Results of Cash Tender Offer

New York, NY, April 8, 2010 - SL Green Realty Corp. (the "Company") (NYSE: SLG) announced today the expiration and final results of its previously announced cash tender offer (the "Tender Offer") to purchase up to \$250,000,000 aggregate principal amount of the outstanding 3.000% Exchangeable Senior Notes due 2027 (the "3.000% Notes") issued by the Company's operating partnership, SL Green Operating Partnership, L.P. ("SL Green OP"), and the outstanding 4.000% Exchangeable Senior Debentures due 2025 (the "4.000% Notes"), 5.150% Notes due 2011 (the "5.150% Notes") and 5.875% Notes due 2014 (the "5.875% Notes, and together with the 3.000% Notes, the 4.000% Notes and the 5.150% Notes, the "Notes") issued by Reckson Operating Partnership, L.P. ("Reckson"), a wholly-owned subsidiary of SL Green OP.

The Tender Offer expired at 12:00 midnight, New York City time, on April 7, 2010 (the "Expiration Date"). As of the Expiration Date, \$124,382,000 aggregate principal amount of Notes were validly tendered and not withdrawn, comprising \$13,018,000 aggregate principal amount of the 3.000% Notes, \$13,195,000 aggregate principal amount of the 4.000% Notes, \$38,784,000 aggregate principal amount of the 5.150% and \$59,385,000 aggregate principal amount of the 5.875% Notes. The Company has accepted all of the 3.000% Notes, 4.000% Notes and 5.150% Notes. Because the aggregate principal amount of 5.875% Notes validly tendered and not validly withdrawn exceeds the maximum purchase sublimit (the "Maximum Purchase Sublimit") of \$50,000,000 for the 5.875% Notes, an aggregate principal amount of \$50,000,000 of 5.875% Notes will be purchased from tendering holders on a pro rata basis. The 5.875% Notes not accepted by the Company will be promptly returned to the holders.

The following table sets forth the aggregate principal amount of each series of Notes validly tendered as of the Expiration Date, the amount accepted for purchase and the amount outstanding after settlement of the Tender Offer:

| CUSIP Number | Title of Security | Aggregate Principal Amount Outstanding Prior to Settlement | Maximum Purchase Sublimit | Acceptance Priority Level | Aggregate Principal Amount Tendered | Aggregate Principal Amount Accepted for Purchase | Aggregate Principal Amount Outstanding After Settlement |
|---------------------|--|---|----------------------------------|----------------------------------|--|---|--|
| 75621LAJ3 | 4.000% Exchangeable Senior Debentures due 2025 | \$94,576,000 | No | 1 | \$13,195,000 | \$13,195,000 | \$81,381,000 |
| 75621LAG9 | 5.150% Notes due 2011 | \$123,607,000 | No | 1 | \$38,784,000 | \$38,784,000 | \$84,823,000 |
| 78444FAA4 | 3.000% Exchangeable Senior Notes due 2027 | \$168,673,000 | Yes (\$100,000,000) | 2 | \$13,018,000 | \$13,018,000 | \$155,655,000 |
| 75621LAH7 | 5.875% Notes due 2014 | \$150,000,000 | Yes (\$50,000,000) | 3 | \$59,385,000 | \$50,000,000 | \$100,000,000 |
| | | \$536,856,000 | | | \$124,382,000 | \$114,997,000 | \$421,859,000 |

Holders of 5.150% Notes and 5.875% Notes who validly tendered and did not validly withdraw their Notes prior to 5:00 p.m., New York City time, on March 24, 2010 (the “Early Tender Date”) will receive Total Consideration of \$1,010 and \$990 per \$1,000 principal amount of Notes, respectively. Holders of 5.150% and 5.875% Notes who validly tendered their Notes after the Early Tender Date, but prior to the Expiration Date will receive Tender Offer Consideration of \$980 and \$960 per \$1,000 principal amount of Notes, respectively, which is equal to the applicable Total Consideration for each series of Notes minus an early tender premium equal to \$30 per \$1,000 principal amount of Notes. Holders of 4.000% Notes and 3.000% Notes who validly tendered and did not validly withdraw their Notes prior to the Expiration Date will receive Total Consideration of \$1,000 and \$965 per \$1,000 principal amount of Notes, respectively, which is equal to the applicable Tender Offer Consideration for each series of Notes. In addition, the Company will pay accrued and unpaid interest to, but not including, the date of purchase.

Upon settlement of the Tender Offer, which is expected to occur promptly, the consideration for the Notes accepted for purchase will be paid by the Company to The Depository Trust Company, which will allocate such funds to the holders entitled thereto. The total consideration payable by the Company is approximately \$115,561,566 including accrued and unpaid interest payable on the Notes accepted for purchase. The Company is funding the repurchase of the Notes with a portion of the proceeds from the recent issuance by the Company, SL Green OP and Reckson of \$250,000,000 aggregate principal amount of 7.75% Senior Notes due 2020.

Citigroup Global Markets Inc., Banc of America Securities LLC and Deutsche Bank Securities Inc. served as Dealer Managers.

This press release is for informational purposes only and is not an offer to sell or purchase or the solicitation of an offer to sell or purchase any securities discussed herein. The Tender Offer was only made pursuant to the terms of the Offer to Purchase, dated March 11, 2010, and the related Letter of Transmittal.

Company Profile

SL Green Realty Corp. is a self-administered and self-managed real estate investment trust, or REIT, that predominantly acquires, owns, repositions and manages Manhattan office properties. The Company is the only publicly held REIT that specializes in this niche. As of December 31, 2009, the Company owned interests in 29 New York City office properties totaling approximately 23,211,200 square feet, making it New York’s largest office landlord. In addition, at December 31, 2009, SL Green held investment interests in, among other things, eight retail properties encompassing approximately 374,812 square feet, three development properties encompassing approximately 399,800 square feet and two land interests, along with ownership interests in 31 suburban assets totaling 6,804,700 square feet in Brooklyn, Queens, Long Island, Westchester County, Connecticut and New Jersey.

Forward-looking Statement

This press release includes certain statements that may be deemed to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and are intended to be covered by the safe harbor provisions thereof. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that we expect, believe or anticipate will or may occur in the future, including such matters as future capital expenditures, dividends and acquisitions (including the amount and nature thereof), development trends of the real estate industry and the Manhattan, Westchester County, Connecticut, Long Island and New Jersey office markets, business strategies, expansion and growth of our operations and other similar matters, are forward-looking statements. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate.

Forward-looking statements are not guarantees of future performance and actual results or developments may materially differ, and we caution you not to place undue reliance on such statements. Forward-looking statements are generally identifiable by the use of the words “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “believe,” “intend,” “project,” “continue,” or the negative of these words, or other similar words or terms.

Forward-looking statements contained in this press release are subject to a number of risks and uncertainties which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by forward-looking statements made by us. These risks and uncertainties include the effect of the credit crisis on general economic, business and financial conditions, and on the New York Metro real estate market in particular; dependence upon certain geographic markets; risks of real estate acquisitions, dispositions and developments, including the cost of construction delays and cost overruns; risks relating to structured finance investments; availability and creditworthiness of prospective tenants and borrowers; bankruptcy or insolvency of a major tenant or a significant number of smaller tenants; adverse changes in the real estate markets, including reduced demand for office space, increasing vacancy, and increasing availability of sublease space; availability of capital (debt and equity); unanticipated increases in financing and other costs, including a rise in interest rates; our ability to comply with financial covenants in our debt instruments; our ability to maintain our status as a REIT; risks of investing through joint venture structures, including the fulfillment by our partners of their financial obligations; the continuing threat of terrorist attacks, in particular in the New York Metro area and on our tenants; our ability to obtain adequate insurance coverage at a reasonable cost and the potential for losses in excess of our insurance coverage, including as a result of environmental contamination; and legislative, regulatory and/or safety requirements adversely affecting REITs and the real estate business, including costs of compliance with the Americans with Disabilities Act, the Fair Housing Act and other similar laws and regulations.

Other factors and risks to our business, many of which are beyond our control, are described in our filings with the Securities and Exchange Commission. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of future events, new information or otherwise.