

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) **December 7, 2006**

**SL Green Realty Corp.**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-13199**  
(Commission  
File Number)

**13-3956775**  
(IRS Employer  
Identification No.)

**420 Lexington Avenue**  
**New York, New York**  
(Address of Principal Executive Offices)

**10170**  
(Zip Code)

**(212) 594-2700**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing of obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

Scott Rechler, Chief Executive Officer and Chairman of Reckson, in his opening remarks to shareholders at Reckson's special meeting stated that SL Green Realty Corp. had consented to Reckson declaring an additional special dividend of an aggregate of approximately \$25 million representing approximately \$0.29 in cash per share and unit to be paid as of the closing of the merger. Mr. Rechler also stated that members of Reckson management have agreed to waive certain existing severance rights in connection with the special dividend. Reckson also issued a press release with respect thereto, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Mr. Rechler also stated that Reckson had been advised that Cohen & Steers had indicated to Reckson that they intended to vote in favor of the SL Green merger.

Mr. Rechler also stated that a prior bidder had submitted a proposal for a portion of Reckson's assets and that there were rumors of another proposal from another prior bidder for certain assets of Reckson. Reckson has concluded that these recent overtures are not proposals that it may entertain under the terms of its binding merger agreement with SL Green. Mr. Rechler stated that SL Green had informed Reckson that pursuing discussions with any of these parties would be a breach of the terms of its existing merger agreement.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SL GREEN REALTY CORP.**

By: /s/ Gregory F. Hughes

Title: Gregory F. Hughes

Name: Chief Financial Officer

Date: December 7, 2006

**PRESS RELEASE**

**Reckson Associates Realty Corp.**  
**625 Reckson Plaza**  
**Uniondale, NY 11556**  
**(516) 506-6000 (Phone)**  
**(516) 506-6800 (Facsimile)**  
**Contact: Susan McGuire**

**Sard Verbinnen & Co.**  
**(212) 687-8080 (Phone)**  
**Contact: Paul Caminiti**  
**Denise DesChenes**  
**Jeffrey Mathews**

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**SL Green and Reckson Agree to Additional Dividend of Approximately \$.29 Per Share Payable to Holders at Closing of SL Green Merger**  
**Cohen & Steers to Vote for Transaction**

**SL Green and Reckson Announce Intention to Conclude Shareholder Vote Today**

(MANHATTAN, NEW YORK and UNIONDALE, NEW YORK, December 7, 2006)—SL Green Realty Corp. and Reckson Associates Realty Corp. (NYSE: RA) today announced that SL Green has consented to Reckson declaring an additional special dividend of an aggregate of approximately \$25 million representing approximately \$.29 in cash per share and unit to be paid as of the closing of the merger. Members of Reckson management have agreed to waive certain existing severance rights in connection with the special dividend. This dividend is conditioned on the shareholder approval and closing of the SL Green merger and the closing of the purchase by certain members of management and other investors of certain suburban assets as described in the Company's proxy statement/prospectus.

Reckson also announced that it has been informed by Cohen & Steers that they intend to vote in favor of the transaction.

SL Green Realty Corp. and Reckson Associates Realty Corp. (NYSE: RA) also announced that they have set today as the day that they intend to conclude the vote on Reckson's pending merger with SL Green. Reckson remains firmly committed to the transaction and the Reckson Board of Directors continues to recommend that shareholders vote in favor of the transaction. The Reckson Board also expressed concern about the impact of a continuing delay on the Reckson franchise and its various key constituencies.

*Important Information and Where to Find It*

Reckson and SL Green have filed a definitive proxy statement/prospectus as part of a registration statement regarding the proposed transaction with the Securities and Exchange Commission (SEC) on October 19, 2006. Investors and security holders are urged to read the proxy statement/prospectus because it contains important information about SL Green and Reckson and the proposed transaction. Investors and security holders may obtain a free copy of the definitive proxy statement/prospectus and other documents filed by SL Green and Reckson with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). The definitive proxy statement/prospectus and other relevant documents may also be obtained free of charge from SL Green or Reckson by directing such request to: SL Green, 420 Lexington Avenue, New York, NY 10170, Attention: Investor Relations, or Reckson, 625 Reckson Plaza, Uniondale, NY 11556, Attention: Investor Relations. Investors and security holders are urged to read the proxy statement, prospectus and other relevant material before making any voting or investment decisions with respect to the merger.

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