

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>DiLiberto Matthew J.</u>  (Last) (First) (Middle) <u>C/O SL GREEN REALTY CORP.</u> <u>ONE VANDERBILT AVENUE - 28TH FLOOR</u>  (Street) <u>NEW YORK NY 10017</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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:right"><b>Chief Financial Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)	01/19/2022		A		13,740		(1)(2)(3)	(1)	Common Stock	13,740	\$0	91,610 <sup>(4)</sup>	D	
LTIP Units	(1)	01/19/2022		A		12,710		(1)(2)	(1)	Common Stock	12,710	\$0	104,320	D	
LTIP Units <sup>(5)</sup>	(1)	01/19/2022		A		1,979		(1)(5)	(1)	Common Stock	1,979	\$0	106,299	D	

**Explanation of Responses:**

- Represents LTIP Units issued pursuant to the Issuer's equity based compensatory programs. 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. The redemption right generally cannot be exercised 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.
- Each LTIP Unit and Common Unit acquired upon conversion of such LTIP Unit is subject to an additional three-year no-sell provision pursuant to which such LTIP Unit and Common Unit generally may not be transferred, and the redemption right associated with the Common Unit may not be exercised, until the earlier of (i) three years after the grant date, (ii) termination of the reporting person's employment or (iii) a change in control of the Issuer.
- The LTIP Units vest in equal installments on each of December 31, 2022, December 31, 2023 and December 31, 2024, subject to continued employment.
- Reflects the forfeiture of 1,281 LTIP Units originally issued in January 2019 that were previously reported as earned based on the achievement of operational performance metrics for the year ended December 31, 2019, and which remained subject to additional performance-based vesting hurdles based on the Issuer's total shareholder return for the period from January 1, 2019 through December 31, 2021.
- Represents LTIP Units originally issued in January 2019 that were earned based on the Issuer's total stockholder return during the period from January 1, 2019 through December 31, 2021, relative to the constituent companies of the SNL Office REIT Index at the start of such period that remained publicly traded at the conclusion of such period. The LTIP Units vested 50% on December 31, 2021 and the remaining 50% will vest on December 31, 2022, subject to continued employment. Each LTIP Unit and Common Unit acquired upon conversion of such LTIP Unit is subject to an additional one-year no-sell provision pursuant to which such LTIP Unit and Common Unit generally may not be transferred, and the redemption right associated with the Common Unit may not be exercised, until the earlier of (i) one year after the vesting date, (ii) termination of the reporting person's employment or (iii) a change in control of the Issuer.

/s/ Matthew J. DiLiberto 01/21/2022

\*\* 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.