

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>HOLLIDAY MARC</u> <hr/> (Last) (First) (Middle) <u>C/O SL GREEN REALTY CORP.</u> <u>420 LEXINGTON AVENUE</u> <hr/> (Street) <u>NEW YORK NY 10170</u> <hr/> (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) <p style="text-align: center;">Chief Executive Officer</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/17/2016</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					
Class O LTIP Units ⁽¹⁾⁽²⁾⁽³⁾	\$99.86 ⁽⁴⁾	06/17/2016		A		52,500		06/17/2017 ⁽²⁾⁽³⁾⁽⁵⁾	06/17/2026	Common Stock	52,500 ⁽¹⁾⁽²⁾⁽³⁾	\$0	52,500	D
Class O LTIP Units ⁽¹⁾⁽²⁾⁽³⁾	\$99.86 ⁽⁴⁾	06/17/2016		A		52,500		06/17/2017 ⁽²⁾⁽³⁾⁽⁶⁾	06/17/2021	Common Stock	52,500 ⁽¹⁾⁽²⁾⁽³⁾	\$0	52,500	D

Explanation of Responses:

- Represents Class O LTIP Units granted in connection with provisions contained in an employment agreement dated as of February 10, 2016 between the reporting person and the Issuer, as previously disclosed.
- The Class O LTIP Units, once vested, may be converted, at the election of the holder, into a number of Class A Units of limited partnership interest in SL Green Operating Partnership, L.P. ("Common Units") determined by the increase in value of a share of the Issuer's Common Stock at the time of conversion over \$99.86, which was the fair market value of a share of the Issuer's Common Stock at the time of grant pursuant to the SL Green Realty Corp. Fourth Amended and Restated 2005 Stock Option and Incentive Plan (the "Plan").
- Each Common Unit acquired upon conversion of vested Class O LTIP Units 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. Class O LTIP Units and the Common Units into which they may be converted generally may not be disposed of without the consent of the Issuer until two years from the date of the grant of the Class O LTIP Units.
- Represents the fair market value of a share of the Issuer's Common Stock at the time of grant, as determined pursuant to the Plan.
- The Class O LTIP Units vest on June 17, 2017, subject to the reporting person's continued employment through such date. The rights to convert these Class O LTIP Units into Common Units have a maximum term of ten years. The rights to redeem Common Units do not have expiration dates.
- The Class O LTIP Units vest on June 17, 2017, subject to the reporting person's continued employment through such date. The rights to convert these Class O LTIP Units into Common Units have a maximum term of five years. The rights to redeem Common Units do not have expiration dates.

/s/ Marc Holliday

06/21/2016

** 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.