

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>LEVINE ANDREW S</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 Legal Officer &amp; GC</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2018</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			
Common Stock	05/08/2018		C		15,000 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	15,086.94	D	
Common Stock	05/21/2018		G	V	150	D	\$0	14,936.94	D	
Common Stock	07/12/2018		G	V	100	D	\$0	14,902.47 <sup>(2)</sup>	D	
Common Stock	12/03/2018		G	V	530	D	\$0	14,434.74 <sup>(3)</sup>	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
LTIP Units	(4)	05/08/2018		C			15,000	(4)	(4)	Common Stock	15,000	\$0	124,486	D	
LTIP Units	(4)	01/08/2019		A			17,007	(4)(5)	(4)	Common Stock	17,007	\$0	141,493	D	
LTIP Units <sup>(6)</sup>	(4)	01/08/2019		A			15,976	(4)(5)	(4)	Common Stock	15,976	\$0	157,469	D	

Explanation of Responses:

- 15,000 of the Reporting Person's LTIP units ("LTIP Units") in SL Green Operating Partnership, L.P. ("SLGOP"), of which the Issuer is the sole general partner, were exchanged for Class A Units of limited partnership interests in SLGOP ("Common Units") and then were immediately converted into an equal number of shares of the Issuer's Common Stock.
- Includes 65.53 shares of the Issuer's Common Stock purchased through the Issuer's Employee Stock Purchase Plan.
- Includes 62.27 shares of the Issuer's Common Stock purchased through the Issuer's Employee Stock Purchase Plan.
- 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.
- Represents LTIP Units granted pursuant to an employment agreement dated as of December 21, 2018 between the reporting person and the Issuer, which vest in equal installments on each of January 1, 2020, January 1, 2021 and January 1, 2022, subject to continued employment.

/s/ Andrew S. Levine

01/10/2019

\*\* 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.