

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>MATHIAS ANDREW W</u> (Last) (First) (Middle) <u>C/O SL GREEN REALTY CORP.</u> <u>420 LEXINGTON AVENUE 19TH FLOOR</u> (Street) <u>NEW YORK NY 10170</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/05/2004	3. Issuer Name and Ticker or Trading Symbol <u>SL GREEN REALTY CORP [SLG]</u> 4. 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 Investment Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
common stock	56,250	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (Right to Buy)	(4)	12/23/2009	common stock	16,666	20.8125	D
Employee Stock Option (Right to Buy)	10/24/2003	10/24/2010	common stock	15,000	25.25	D
Employee Stock Option (Right to Buy)	(1)	11/09/2011	common stock	25,000	29.53	D
Employee Stock Option (Right to Buy)	(2)	10/10/2012	common stock	50,000	28.1	D
Employee Stock Option (Right to Buy)	(3)	01/01/2014	common stock	75,000	36.55	D

Explanation of Responses:

1. The option vests in three equal installments on December 31, 2004, December 31, 2005 and December 31, 2006.
2. The option vests in equal installments with 10% of the shares vesting on October 10, 2004, 20% of the shares vesting on October 10, 2005, 30% of the shares vesting on October 10, 2006 and the final 50% vesting on October 10, 2007.
3. The option vests in four installments with 10% of the shares vesting on January 1, 2005, 20% of the shares vesting on January 1, 2006, 30% of the shares vesting on January 1, 2007, and the final 40% vesting on January 1, 2008.
4. The option of 25,000 shares vested in three installments, with 17% of the shares vesting on January 1, 2001, 33% of the shares vesting on January 1, 2002 and 50% of the shares vesting on January 1, 2003.

Andrew Mathias

01/13/2004

** 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 5 (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.

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