FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| | MB APP | ROVAL | | | | | | |
|---------|--------------------------|-----------|--|--|--|--|--|--|
| OMB N | umber: | 3235-0287 | | | | | | |
| Estimat | Estimated average burden | | | | | | | |
| hours p | er response: | 0.5 | | | | | | |

| (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2005 Chief Executive Officer 4. If Amendment, Date of Original Filed (Month/Day/Year) Chief Executive Officer 4. If Amendment, Date of Original Filed (Month/Day/Year) Street (Month/Day/Year) (Street) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 3) 2. Deemed Date (Month/Day | Name and Address of Reporting Person* HOLLIDAY MARC | | | | | 2. Issuer Name and Ticker or Trading Symbol SL GREEN REALTY CORP [SLG] | | | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
|--|---|--|------|------------------|---------|--|----|---|---|--------------------------------------|--------|-----------|---|--------|--|---|---|--------------------|---|--|
| City NEW YORK NY 10170 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | C/O SL GREEN REALTY CORP. | | | | ` ' ' ' | | | | | | | | | | pelow) pelow) | | | | | |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 3, 4 and 5) 3. Transaction Code (Instr. 8) 3. Transaction (Dy (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3. Transaction (Dy (Instr. 4) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3. Transaction (Dy (Instr. 3) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned (Instr. 4) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Note that the provided Transaction (Dy (Instr. 4) 8. Price of Derivative Securities Beneficially Owned (Amount of Securities Beneficially (Instr. 5) 9. Number of Derivative Securities Beneficially Owned (Instr. 4) 9. Number of Derivative Securities Beneficially Owned (Instr. 4) 9. Number of Derivative Securities Beneficially Owned (Instr. 4) 9. Number of Derivative Securities Beneficially Owned (Instr. 4) 10. Ownership Form: Direct (D) Or Indirect (D) | NEW YORK NY 10170 | | | | - 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Disposed of (D) (Instr. 3, 4 and 5) Di | | | Tab | le I - Nor | n-Deriv | /ative | Se | curitie | s Acc | quired, | Dis | posed o | f, oı | r Bene | efici | ally Owr | ed | | | |
| Common Stock Derivative Security (Instr. 3) Code V Amount Code C | Date | | | | | Day/Year) Execution | | | Trans Code | Transaction Disposed Code (Instr. 5) | | | | | nd Secu Bene Own | rities ficially ed Following | Form: (D) or | Direct Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| 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) 1. Title of Derivative Security Security (Instr. 3) 1. Title of Derivative Security Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security Security (Month/Day/Year) 3. Transaction Date Execution Date (Month/Day/Year) (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 4. Transaction Derivative Securities Underlying Derivative Security (Instr. 5) 1. Title of Derivative Securities Underlying Derivative Security (Instr. 5) 1. Title of Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 4) 1. Title of Derivative Securities Underlying Derivative Securities Underlying Derivative Securities (I) (Instr. 4) | | | | | | | | | | Code | v | Amount | | | Price | _ Trans | Transaction(s) | | | (111341. 4) |
| (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise (Instr. 3) 2. Conversion or Exercise (Instr. 3) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 4. Transaction Derivative Securities (Month/Day/Year) 5. Number of Gerivative Securities (Month/Day/Year) 9. Number of Derivative Securities (Instr. 5) 9. Number of Derivative Securities (Instr. 5) 9. Number of derivative Securities Underlying Derivative Security (Instr. 5) 9. Number of Month/Day/Year) 10. Ownership Form: Direct (D) Owned Following Reported Transaction(s) (Instr. 4) 11. Title of Derivative Security (Instr. 3) 12. Title and Amount of Securities Underlying Derivative Security (Instr. 3) 13. Transaction Date (Month/Day/Year) 14. Title and Amount of Security (Instr. 5) 9. Number of Derivative Securities Underlying Derivative Security (Instr. 5) 12. Title and Amount of Security (Instr. 5) 9. Number of Derivative Security (Instr. 5) 13. Transaction Date (Month/Day/Year) 14. Title of Derivative Security (Instr. 3) 15. Number of Month/Day/Year) 16. Date Exercisable and Expiration Date (Month/Day/Year) 17. Title and Amount of Security (Instr. 5) 18. Price of Derivative Security (Instr. 3) 19. Number of Derivative Security (Instr. 3) 19. Number of Derivative Security (Instr. 3) 19. Number of Derivative Security (Instr. 3) 10. Ownership Form: Direct (D) Owned Following Reported Transaction(s) (Instr. 4) | Common Stock 02/0 | | | | 02/01 |)2/01/2005 | | | | A | | 54,00 | 0 | A | (1 | 1) [| 503,000 | | D | |
| Derivative Security (Instr. 3) Price of Derivative Security Security Security Security Security Security Security Security Security Security Security Security Security Security Security Security Security Security Securities Secu | | | Ta | | | | | | | | | | | | | y Owne | ł | | | |
| Amount or Number Of | Derivative Security | Conversion or Exercise Price of Derivative | Date | Execution if any | Date, | Transa Code (| | of Derive Security Acque (A) or Disposof (D) (Instr | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | on Dat | e aar) | Amount of Securities Underlying Derivative Security (Instr. and 4) | | ount | Derivative Security | derivative Securities Beneficially Owned Following Reported Transaction | y Di or (I) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |

Explanation of Responses:

1. This reported award of restricted stock was made pursuant to SL Green Realty Corp.'s Amended 1997 Stock Option and Incentive Plan for no consideration.

/s/ Marc Holliday

02/03/2005

** 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.