

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 4, 2005

RECKSON ASSOCIATES REALTY CORP.  
and  
RECKSON OPERATING PARTNERSHIP, L.P.  
(Exact name of each Registrant as specified in its Charter)

Reckson Associates Realty Corp. - Maryland  
Reckson Operating Partnership, L.P. - Delaware  
(State or other jurisdiction of incorporation or organization)

225 Broadhollow Road  
Melville, New York  
(Address of principal executive offices)

Reckson Associates Realty Corp. -  
11-3233650  
Reckson Operating Partnership, L.P. -  
11-3233647  
(IRS Employer ID Number)  
11747  
(Zip Code)

1-13762  
(Commission File Number)

(631) 694-6900  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions (see General Instruction A.2. below):

- / / Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- / / Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- / / Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- / / Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On May 4, 2005, Reckson Associates Realty Corp. (the "Company") issued a press release announcing its consolidated financial results for the first quarter ended March 31, 2005. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" with the Securities and Exchange Commission for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference in any registration statement filed by the Company or Reckson Operating Partnership, L.P. under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 Reckson Associates Realty Corp. Earnings Press Release, dated May 4, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RECKSON ASSOCIATES REALTY CORP.

By: /s/ Scott H. Rechler  
-----  
Scott H. Rechler  
Chief Executive Officer  
and President

RECKSON OPERATING PARTNERSHIP, L.P.

By: Reckson Associates Realty Corp.,  
its General Partner

By: /s/ Scott H. Rechler  
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Scott H. Rechler  
Chief Executive Officer  
and President

Date: May 5, 2005

## PRESS RELEASE

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 Reckson Associates Realty Corp.  
 225 Broadhollow Road  
 Melville, NY 11747  
 (631) 694-6900 (Phone)  
 (631) 622-6790 (Facsimile)  
 Contact: Scott Rechler, CEO  
 Michael Maturo, CFO

 =====  
 FOR IMMEDIATE RELEASE  
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 Reckson Announces First Quarter 2005 Results  
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 Core Operations Reflect Strong Operating Performance with  
 Same Property NOI Increasing by 5.6%

(MELVILLE, NEW YORK, May 4, 2005) - Reckson Associates Realty Corp. (NYSE: RA) today reported diluted funds from operations (FFO) of \$46.4 million or \$0.55 per share for the first quarter of 2005, as compared to diluted FFO of \$42.6 million or \$0.58 per share for the first quarter of 2004.

Reckson reported net income allocable to common shareholders of \$17.4 million or diluted earnings per share (EPS) of \$0.21 for the first quarter of 2005, as compared to \$16.0 million, including \$5.2 million related to gain on sales of real estate, or EPS of \$0.26 for the first quarter of 2004.

Commenting on the Company's performance, Scott Rechler, Reckson's President and Chief Executive Officer, stated, "I am pleased with our first quarter operating metrics as we continue to outperform the industry with office occupancy climbing by 40 basis points to 94.5%, same property GAAP NOI climbing 5.6% and average same space rents climbing 9.0%." Mr. Rechler continued, "I am also pleased that we have successfully executed on our investment strategy. With today's One Court Square announcement our year to date investment activity totals approximately \$576 million."

A reconciliation of net income allocable to common shareholders to FFO is in the financial statements accompanying this press release. Net income allocable to common shareholders is the GAAP measure the Company believes to be the most directly comparable to FFO.

Michael Maturo, Reckson's Chief Financial Officer, noted, "Results for the quarter were generally consistent with our internal forecasts but were impacted by timing to reinvest

equity proceeds, lower other income and higher 'dead deal' costs." Mr. Maturo continued, "Based on our projections for our core operations for the remainder of the year and our recent investment activity we are raising the low end of our guidance to \$2.36 per share. We are maintaining the high end of the range at \$2.40 per share, in anticipation of accelerating our disposition / joint venture strategy relating to approximately \$500 million of properties."

 Summary Portfolio Performance  
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The Company reported office occupancy at March 31, 2005 of 94.5%. This compares to 93.3% at March 31, 2004 and 94.1% at December 31, 2004. The Company reported portfolio occupancy of 93.5% at March 31, 2005, as compared to 92.6% at March 31, 2004 and 93.1% at December 31, 2004.

The Company also reported same property office occupancy at March 31, 2005 of 94.4%, as compared to 93.4% at March 31, 2004. The Company reported same property portfolio occupancy of 93.4% at March 31, 2005, as compared to 92.6% at March 31, 2004.

Net of minority interests in joint ventures, office same property NOI before termination fees for the first quarter of 2005 increased 5.6% (on a straight-line rent basis) and 3.9% (on a cash basis), compared to the first quarter of 2004. Net of minority interests in joint ventures, portfolio same property NOI before termination fees for the first quarter of 2005 increased 4.8% (on a straight-line rent basis) and 3.2% (on a cash basis), compared to the first quarter of 2004.

Office same property net operating income (property operating revenues less property operating expenses) (NOI) before termination fees for the first quarter of 2005 increased 4.8% (on a straight-line rent basis) and 3.1% (on a cash basis), compared to the first quarter of 2004. Portfolio same property NOI before termination fees for the first quarter of 2005 increased 4.2% (on a straight-line rent basis) and 2.5% (on a cash basis), compared to the first quarter of 2004.

Rent performance on renewal and replacement space during the first quarter of

2005 increased 9.0% (on a straight-line rent basis) and decreased (8.0%) (on a cash basis) in the office portfolio.

Other Highlights

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Leasing Activity

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- Executed 75 lease transactions totaling 660,055 square feet during the first quarter of 2005
- Executed office leasing transactions during the first quarter of 2005 that resulted in a 50% renewal rate

Investment Activity

- Contracted to acquire a 1.4 million square foot, 50-story, Class A, trophy office tower located at One Court Square, Long Island City, a submarket of New York City, for a total investment of approximately \$470 million inclusive of transfer taxes and other transaction costs
- Acquired a 150,000 square foot, Class A office building located at One Giralda Farms in Madison, New Jersey, for approximately \$24.3 million and acquired a 203,000 square foot, Class A office building located at Seven Giralda Farms in Madison, New Jersey, for approximately \$53.7 million
- Provided two separate mezzanine loans, totaling approximately \$28.4 million, on a 32 property office portfolio, encompassing approximately 1.5 million square feet, which was part of the 43 property former Tilles office portfolio located in Woodbury, Long Island

Miscellaneous

- Received a "No Adjustments Letter" from the Internal Revenue Service which closes its examination of the Reckson Operating Partnership 2001 tax return which had been selected for examination

Earnings Guidance

During the Company's quarterly earnings conference call on Thursday, May 5, management will discuss guidance for 2005 diluted FFO in the range of \$2.36 to \$2.40 per share.

Reconciliation of Earnings Guidance

The Company's guidance for diluted FFO is reconciled from GAAP net income below:

	Second Quarter 2005		Full Year 2005	
	Low End	High End	Low End	High End
Net income allocable to common shareholders	\$0.26	\$0.27	\$0.89	\$0.93
Add: Real estate depreciation and amortization	0.38	0.38	1.53	1.53
Less: Gain on sales of depreciable real estate	0.06	0.06	0.06	0.06
Diluted FFO Per Share	\$0.58	\$0.59	\$2.36	\$2.40

This guidance is based upon management's current estimates. Actual results may differ materially. This information involves forward-looking statements which are subject to uncertainties noted below under Forward-Looking Statements.

#### Non-GAAP Financial Measures

#### Funds from Operations (FFO)

The Company believes that FFO is a widely recognized and appropriate measure of performance of an equity REIT. The Company presents FFO because it considers it an important supplemental measure of the Company's operating performance and believes it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. As a result, FFO provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities, interest costs and other matters without the inclusion of depreciation and amortization, providing perspective that may not necessarily be apparent from net income. The Company computes FFO in accordance with standards established by the National Association of Real Estate Investment Trusts (NAREIT). FFO is defined by NAREIT as net income or loss, excluding gains or losses from sales of depreciable properties plus real estate depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. FFO does not represent cash generated from operating activities in accordance with GAAP and is not indicative of cash available to fund cash needs. FFO should not be considered as an alternative to net income as an indicator of the Company's operating performance or as an alternative to cash flow as a measure of liquidity. Since all companies and analysts do not calculate FFO in a similar fashion, the Company's calculation of FFO presented herein may not be comparable to similarly titled measures as reported by other companies.

Reckson Associates Realty Corp. is a self-administered and self-managed real estate investment trust (REIT) specializing in the acquisition, leasing, financing, management and development of Class A office properties.

Reckson's core growth strategy is focused on the markets surrounding and including New York City. The Company is one of the largest publicly traded owners, managers and developers of Class A office properties in the New York Tri-State area, with 90 properties comprised of approximately 17.7 million square feet either owned or controlled, or under contract. For additional information on Reckson Associates Realty Corp., please visit the Company's web site at [www.reckson.com](http://www.reckson.com).

#### Conference Call and Webcast

The Company's executive management team, led by President and Chief Executive Officer Scott Rechler, will host a conference call outlining first quarter results on

Thursday, May 5, 2005 at 2:00 p.m. EST. The conference call may be accessed by dialing (800) 553-0327 (internationally (612) 288-0318). No passcode is required. The live conference call will also be webcast in a listen-only mode on the Company's web site at [www.reckson.com](http://www.reckson.com), in the Investor Relations section, with an accompanying slide show presentation outlining the Company's first quarter results.

A replay of the conference call will be available telephonically from May 5, 2005 at 7:30 p.m. EST through May 13, 2005 at 11:59 p.m. EST. The telephone number for the replay is (800) 475-6701, passcode 776049. A replay of the webcast of the conference call will also be available via the Company's web site.

#### Financial Statements Attached

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The Supplemental Package and Slide Show Presentation outlining the Company's first quarter 2005 results will be available prior to the Company's quarterly conference call on the Company's web site at [www.reckson.com](http://www.reckson.com) in the Investor Relations section, by e-mail to those on the Company's distribution list, as well as by mail or fax, upon request. To be added to the Company's e-mail distribution list or to receive a copy of the quarterly materials by mail or fax, please contact Susan McGuire, Senior Vice President Investor Relations, Reckson Associates Realty Corp., 225 Broadhollow Road, Melville, New York 11747-4883, [investorrelations@reckson.com](mailto:investorrelations@reckson.com) or (631) 622-6746.

#### Forward-Looking Statements

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Certain matters discussed herein, including guidance concerning the Company's future performance, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Although the Company believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, forward-looking statements are not guarantees of results and no assurance can be given that the expected results will be delivered. Such forward-looking statements are subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those expected. Among those risks, trends and uncertainties are the general economic climate, including the conditions affecting industries in which our principal tenants compete; financial condition of our tenants; changes in the supply of and demand for office properties in the New York Tri-State area; changes in interest rate levels; changes in the Company's credit ratings; changes in the Company's cost of and access to capital; downturns in rental rate levels in our markets and our ability to lease or re-lease space in a timely manner at current or anticipated rental rate levels; the availability of financing to us or our tenants; changes in operating costs, including utility, real estate taxes, security and insurance costs; repayment of debt owed to the Company by third parties; risks associated with joint ventures; our ability to execute our disposition/joint venture strategy; liability for uninsured losses or environmental matters; and other risks associated with the development and acquisition of properties, including risks that development may not be completed on schedule, that the tenants will not take occupancy or pay rent, or that development or operating costs may be greater than anticipated. For further information on factors that could impact Reckson, reference is made to Reckson's filings with the Securities and Exchange Commission. Reckson undertakes no responsibility to update or supplement information contained in this press release.

Reckson Associates Realty Corp. (NYSE: RA)  
Consolidated Statements of Income  
(in thousands, except share amounts)

	Three Months Ended March 31,	
	2005	2004
Property Operating Revenues:		
Base rents	\$ 117,382	\$ 109,408
Tenant escalations and reimbursements	18,502	17,978
Total property operating revenues	135,884	127,386
Property Operating Expenses:		
Operating expenses	32,806	30,389
Real estate taxes	22,282	20,350
Total property operating expenses	55,088	50,739
Net Operating Income	80,796	76,647
Gross Margin percentage	59.5%	60.2%
Other Income	3,345	5,776
Other Expenses		
Interest Expense	23,568	25,661
Amortization of deferred financing costs	1,038	927
Depreciation and amortization	29,728	27,729
Marketing, general and administrative	8,205	7,046
Total other expenses	62,539	61,363
Income before minority interests, preferred dividends and distributions and discontinued operations	21,602	21,060
Minority partners' interests in consolidated partnerships	(3,779)	(6,181)
Distributions to preferred unitholders	-	(273)
Limited partners' minority interest in the operating partnership	(772)	(573)
Income before discontinued operations and preferred dividends	17,051	14,033
Discontinued operations (net of minority interests)		
Gain on sales of real estate	-	5,202
Income from discontinued operations	305	989
Net income	17,356	20,224
Dividends to preferred shareholders	-	(4,260)
Net income allocable to common shareholders	\$ 17,356	\$ 15,964
Basic weighted average common shares outstanding:	81,100,000	61,363,000
Basic net income per weighted average common share:		
Common stock - income from continuing operations	\$0.21	\$0.16
Discontinued operations	-	0.10
Basic net income per common share	\$0.21	\$0.26
Diluted weighted average common shares outstanding:	81,521,000	61,718,000
Diluted net income per weighted average common share:	\$0.21	\$0.26



Reckson Associates Realty Corp. (NYSE: RA)  
Consolidated Balance Sheets  
(in thousands, except share amounts)

	March 31, 2005	December 31, 2004
(Unaudited)		
<b>Assets:</b>		
Commercial real estate properties, at cost:		
Land	\$ 419,846	\$ 401,350
Buildings and improvements	2,755,580	2,681,742
Developments in progress:		
Land	98,176	88,606
Development costs	22,124	21,363
Furniture, fixtures, and equipment	12,504	12,083
	3,308,230	3,205,144
Less: accumulated depreciation	(584,949)	(560,307)
Investment in real estate, net of accumulated depreciation	2,723,281	2,644,837
Properties and related assets held for sale, net of accumulated depreciation	58,469	58,215
Investment in real estate joint venture	6,808	6,657
Investment in notes receivable	113,254	85,855
Investments in affiliate loans and joint ventures	60,230	60,951
Cash and cash equivalents	25,537	25,137
Tenant receivables	10,427	9,532
Deferred rents receivable	139,348	132,251
Prepaid expenses and other assets	54,061	64,006
Contract and land deposits and pre-acquisition costs	256	121
Deferred leasing and loan costs (net of accumulated amortization)	81,074	80,046
	\$ 3,272,745	\$ 3,167,608
<b>Total Assets</b>	<b>\$ 3,272,745</b>	<b>\$ 3,167,608</b>
<b>Liabilities:</b>		
Mortgage notes payable	\$ 606,723	\$ 609,518
Unsecured credit facility	357,500	235,500
Senior unsecured notes	698,039	697,974
Liabilities associated with properties held for sale	757	784
Accrued expenses and other liabilities	65,473	73,565
Deferred revenues and tenant security deposits	54,015	50,373
Dividends and distributions payable	36,137	35,924
	1,818,644	1,703,638
<b>Total Liabilities</b>	<b>1,818,644</b>	<b>1,703,638</b>
Minority partners' interests in consolidated partnerships	213,297	210,678
Preferred unit interest in the operating partnership	1,200	1,200
Limited partners' minority interest in the operating partnership	42,147	53,231
	256,644	265,109
Commitments and contingencies	-	-
<b>Stockholders' Equity:</b>		
Preferred Stock, \$.01 par value, 25,000,000 shares authorized	-	-
Common Stock, \$.01 par value, 100,000,000 shares authorized	-	-
81,629,693 and 80,618,339 shares issued and outstanding, respectively	816	806
Treasury Stock, 3,318,600 shares	(68,492)	(68,492)
Additional paid in capital	1,265,133	1,266,547
	1,197,457	1,198,861
<b>Total Stockholders' Equity</b>	<b>1,197,457</b>	<b>1,198,861</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 3,272,745</b>	<b>\$ 3,167,608</b>
Total debt to market capitalization (a):	37.1%	33.8%

(a) Total debt includes the Company's pro rata share of consolidated and unconsolidated joint venture debt.

Reckson Associates Realty Corp. (NYSE: RA)  
Funds From Operations  
(in thousands, except per share amounts)

	Three Months Ended March 31,	
	2005	2004
Net income allocable to common shareholders	\$ 17,356	\$ 15,964
Add: Real estate depreciation and amortization	27,313	25,561
Minority partners' interests in consolidated partnerships	6,712	9,321
Limited partners' minority interest in the operating partnership	697	936
Less: Amounts distributable to minority partners in consolidated partnerships	5,724	8,504
Gain on sales of depreciable real estate	-	5,156
Basic Funds From Operations ("FFO")	46,354	38,122
Add: Dividends and distributions on dilutive shares and units	-	4,484
Diluted FFO	\$ 46,354	\$ 42,606
Diluted FFO calculations:		
Weighted average common shares outstanding	81,100	61,363
Weighted average units of limited partnership interest outstanding	3,213	3,551
Basic weighted average common shares and units outstanding	84,313	64,914
Adjustments for dilutive FFO weighted average shares and units outstanding:		
Common stock equivalents	421	355
Series A preferred stock	-	7,747
Limited partners' preferred interest	41	689
Total diluted weighted average shares and units outstanding	84,775	73,705
Diluted FFO per weighted average share or unit	\$ 0.55	\$ 0.58
Diluted weighted average dividends per share	\$ 0.42	\$ 0.42
Diluted FFO payout ratio	77.7%	73.5%

Reckson Associates Realty Corp. (NYSE: RA)  
Cash Available for Distribution  
(in thousands, except per share amounts)

	Three Months Ended March 31,	
	2005	2004
Basic Funds From Operations	\$ 46,354	\$ 38,122
Adjustments for basic cash available for distribution:		
Less: Straight line rents and other FAS 141 non-cash rent adjustments	7,926	5,032
Committed non-incremental capitalized tenant improvements and leasing costs	10,769	9,097
Actual non-incremental capitalized improvements	3,015	1,940
Basic Cash Available for Distribution ("CAD")	24,644	22,053
Add: Dividends and distributions on dilutive shares and units	-	-
Diluted CAD	\$ 24,644	\$ 22,053
Diluted CAD calculations:		
Weighted average common shares outstanding	81,100	61,363
Weighted average units of limited partnership interest outstanding	3,213	3,551
Basic weighted average common shares and units outstanding	84,313	64,914
Adjustments for dilutive CAD weighted average shares and units outstanding:		
Common stock equivalents	421	355
Limited partners' preferred interest	41	-
Total diluted weighted average shares and units outstanding	84,775	65,269
Diluted CAD per weighted average share or unit	\$ 0.29	\$ 0.34
Diluted weighted average dividends per share	\$ 0.42	\$ 0.42
Diluted CAD payout ratio	146.2%	125.8%