

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>SL GREEN REALTY CORP</u><br><br>(Last) (First) (Middle)<br><u>420 LEXINGTON AVENUE</u><br><br>(Street)<br><u>NEW YORK NY 10170</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>GRAMERCY CAPITAL CORP [ GKK ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/18/2011</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                    | 10/18/2011                           |  | S                              |   | 80,300  | D          | \$2.8676 <sup>(1)</sup> | 5,070,420   | I  | See footnote <sup>(2)</sup>                           |
| Common Stock                    | 10/19/2011                           |  | S                              |   | 57,100  | D          | \$2.8933 <sup>(3)</sup> | 5,013,320   | I  | See footnote <sup>(2)</sup>                           |

**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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
SL GREEN REALTY CORP  
 (Last) (First) (Middle)  
420 LEXINGTON AVENUE  
 (Street)  
NEW YORK NY 10170  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SL GREEN OPERATING PARTNERSHIP, L.P.  
 (Last) (First) (Middle)  
C/O SL GREEN REALTY CORP.  
420 LEXINGTON AVENUE  
 (Street)  
NEW YORK NY 10170  
 (City) (State) (Zip)

**Explanation of Responses:**

- The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.82 to \$2.93, inclusive. The reporting persons undertake to provide to Gramercy Capital Corp., any security holder of Gramercy Capital Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.
- These securities are directly owned by SL Green Operating Partnership, L.P. and may be deemed to be beneficially owned indirectly by its general partner SL Green Realty Corp.

3. The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.83 to \$2.935, inclusive. The reporting persons undertake to provide to Gramercy Capital Corp., any security holder of Gramercy Capital Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.

**Remarks:**

SL Green Realty Corp. By: /s/  
Andrew S. Levine, General  
Counsel, Executive Vice      10/20/2011  
President and Corporate  
Secretary  
SL Green Operating  
Partnership, L.P. By: SL Green  
Realty Corp., its general  
partner. By: /s/ Andrew S.      10/20/2011  
Levine, General Counsel,  
Executive Vice President and  
Corporate Secretary

\*\* 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.**