

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>MATHIAS ANDREW W</u> (Last) (First) (Middle) <u>C/O SL GREEN REALTY CORP.</u> <u>ONE VANDERBILT AVENUE - 28TH FLOOR</u> (Street) <u>NEW YORK NY 10017</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) PRESIDENT
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2023</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Amount or Number of Shares				
LTIP Units ⁽¹⁾	(2)	01/30/2023		A		104,344		(2)(3)	(2)	Common Stock	104,344	\$0	993,327 ⁽⁴⁾	D	
LTIP Units ⁽⁵⁾	(2)	01/30/2023		A		64,618		(2)(6)	(2)	Common Stock	64,618	\$0	1,057,945	D	
LTIP Units ⁽⁷⁾	(2)	01/30/2023		A		8,269		(2)(7)	(2)	Common Stock	8,269	\$0	1,066,214	D	
LTIP Units ⁽⁸⁾	(2)	01/30/2023		A		5,818		(2)(3)	(2)	Common Stock	5,818	\$0	1,072,032	D	

Explanation of Responses:

- Represents LTIP Units granted pursuant to an employment agreement dated as of December 31, 2021 between the reporting person and the Issuer, which vest in equal installments on each of January 1, 2024, January 1, 2025, and January 1, 2026, subject to continued employment.
- 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.
- Reflects the forfeiture of 9,484 LTIP Units originally issued in January 2020 that were previously reported as earned based on the achievement of operational performance metrics for the year ended December 31, 2020, and which remained subject to additional performance-based vesting hurdles based on the Issuer's total shareholder return for the period from January 1, 2020 through December 31, 2022.
- Represents LTIP Units originally issued in January 2022 that were subject to performance-based vesting hurdles based on achievement of operational performance metrics for the year ended December 31, 2022, and which remain subject to additional performance-based vesting hurdles based on the Issuer's total shareholder return for the period from January 1, 2022 through December 31, 2024 (the "TSR Performance Period"). On January 30, 2023, the compensation committee of the Issuer determined the level of achievement of the operational performance-based vesting hurdles for these LTIP Units, resulting in 57,438 LTIP Units initially being earned, which amount will be adjusted upwards or downwards by up to 12.5% at the conclusion of the TSR Performance Period based on the Issuer's total shareholder return. The number of LTIP Units reported represents the maximum number of LTIP Units that may be earned based on the Issuer's total shareholder return during the TSR Performance Period.
- Earned LTIP Units will vest on December 31, 2024, subject to continued employment. Each LTIP Unit and Common Unit acquired upon conversion of such LTIP Unit is subject to an additional two-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) two years after the vesting date, (ii) termination of the reporting person's employment or (iii) a change in control of the Issuer.
- Represents LTIP Units originally issued in January 2020 that were earned based on the Issuer's total stockholder return during the period from January 1, 2020 through December 31, 2022, relative to a group of New York City-centric publicly traded real estate investment trusts. The LTIP Units vested in full on December 31, 2022. Each LTIP Unit and Common Unit acquired upon conversion of such LTIP Unit is subject to an additional two-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) two years after the vesting date, (ii) termination of the reporting person's employment or (iii) a change in control of the Issuer.
- Represents LTIP Units issued in lieu of cash bonus in accordance with an election made by the reporting person.

/s/ Andrew W. Mathias

02/01/2023

** 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.

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