
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report: **August 28, 2003** (Date of earliest event reported)

SL GREEN REALTY CORP.

(Exact name of Registrant as specified in its Charter)

Maryland

(State of Incorporation)

1-13199

(Commission File Number)

13-3956775

(IRS Employer Id. Number)

420 Lexington Avenue

New York, New York

(Address of principal executive offices)

10170

(Zip
Code)

(212) 594-2700

(Registrant's telephone number, including area code)

Item 5.

On August 28, 2003, the Company issued a conversion notice announcing its intention to redeem all 4,600,000 shares of its 8.0% Series A Convertible, Cumulative Preferred Stock for Common Stock of the Company on September 30, 2003. This notice amends the conversion date of October 1, 2003 as previously announced in our press release dated August 25, 2003. The Company is attaching the conversion notice as Exhibit 99.1 to this Current Report on Form 8-K.

Item 7. Financial Statements and Exhibits

(c) Exhibits

99.1 Conversion Notice

2

SIGNATURES

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

SL GREEN REALTY CORP.

/S/ Thomas E. Wirth

Thomas E. Wirth

Executive Vice President, Chief Financial Officer

Date: September 16, 2003

3





August 28, 2003

To: All holders of record of SL Green Realty Corp.'s Series A Preferred Stock

Re: Notice of Conversion of Series A Preferred

Ladies and Gentlemen:

On behalf of SL Green Realty Corp. (the "Company"), we hereby notify you that that the Company has elected to redeem all 4,600,000 shares of its 8.0% Series A Convertible, Cumulative Preferred Stock ("Series A Preferred") for Common Stock of the Company on September 30, 2003 (the "Conversion Date") pursuant to Section 5(b) of the Company's Articles Supplementary establishing and fixing the rights and preferences of the Series A Preferred dated May 12, 1998 (the "Article Supplementary"). The Series A Preferred will be converted at the rate of 1.0215 shares of the Company's common stock for each share of Series A Preferred. Any certificated Series A Preferred should be sent to The Bank of New York, 101 Barclay Street, 11 East, NY, NY 10286, Attention: Stock Transfer Administration, for conversion to Common Stock of the Company. Shares of Common Stock will be returned to the holder of record. As to any Series A Preferred which are not certificated, The Depository Trust Company will automatically reflect your change in ownership in its records. Dividends will be paid on the Series A Preferred through, and cease to accumulate on, the Conversion Date. Any conversion rights as to such shares shall also terminate on the Conversion Date. No fractional shares will be issued. Instead, the Company shall pay to a holder an amount of cash in respect of such fractional interest, computed to the nearest cent, based upon the current market price of Common Stock on the day immediately preceding the Conversion Date.

Questions regarding the conversion of the Series A Preferred should be directed to the redemption agent, The Bank of New York, at P.O. Box 11258 Church Street Station, New York, NY 10277-0758, Attention: Shareholder Relations Department, or by telephone at 1-800-524-4458. This notice is given pursuant to Section 5(c) of the Articles Supplementary.

Sincerely,

Andrew S. Levine
General Counsel and Executive Vice President

cc: Larry P. Medvinsky