

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * MEAD JAMES E (Last) (First) (Middle) C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE (Street) NEW YORK NY 10170 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SL GREEN REALTY CORP [SLG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2011	
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	12/31/2011		F		1,818 ⁽⁴⁾	D	\$66.64	13,182 ⁽²⁾	D	
Common Stock	01/03/2012		M ⁽⁷⁾		2,500	A	⁽⁶⁾	15,682	D	
Common Stock	01/03/2012		F		965 ⁽²⁾	D	\$68.16	14,717	D	

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 ⁽³⁾	⁽⁴⁾	01/03/2012		A		7,191		⁽⁴⁾ ⁽⁵⁾	⁽⁴⁾	Common Stock	7,191	\$0	12,212	D	
Restricted Stock Units	⁽⁶⁾	01/03/2012		M ⁽⁷⁾		2,500		⁽⁷⁾	⁽⁷⁾	Common Stock	2,500	⁽⁶⁾	5,000	D	

Explanation of Responses:

- Represents shares retained by the Issuer to satisfy withholding obligations on 5,000 shares of restricted stock granted to the reporting person in November 2010.
- Represents shares retained by the Issuer to satisfy withholding obligations on 2,500 shares of stock issued in settlement of restricted stock units granted to the reporting person in November 2010.
- Represents 5,191 LTIP Units earned (i.e. for which the performance-based hurdles have been met) pursuant to the SL Green Realty Corp. 2010 Notional Unit Long-Term Compensation Plan (the "Plan") and 2,000 LTIP Units granted in connection with 2011 performance.
- Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each 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 a 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 rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.
- 5,191 LTIP Units earned pursuant to the Plan vest 50% on January 1, 2014, 25% on January 1, 2015 and 25% on January 1, 2016 and the remaining 2,000 LTIP Units are not subject to vesting.
- Each restricted stock unit was the economic equivalent of one share of Common Stock.
- Represents the issuance of stock upon the settlement of restricted stock units granted in November 2010 that vested on January 3, 2012 based on the achievement of certain performance criteria. Of the remaining restricted stock units granted in November 2010, one-half may vest on or after December 31, 2012 based on the achievement of certain performance criteria and all of the restricted stock units may vest on or after December 31, 2013 based on the achievement of certain performance criteria. Any restricted stock units that do not vest on or prior to the determination of the achievement of the performance criteria for the period(s) ending December 31, 2013 will be forfeited.

/s/ Andrew S. Levine, attorney-in-fact 01/04/2012

** 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.