

**UNITED STATES
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 (Date of earliest event reported): **September 16, 2009 (September 14, 2009)**

SL GREEN REALTY CORP.

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

1-13199
(Commission
File Number)

13-3956775
(IRS Employer
Identification No.)

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)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Articles Supplementary

Series B Preferred Stock

On September 16, 2009, SL Green Realty Corp. (the "Company") filed Articles Supplementary (the "Series B Articles Supplementary") in the State of Maryland setting forth the preferences and conversion and other rights of the Company's Series B Junior Participating Preferred Stock (the "Series B Preferred Stock"), which preferences and rights are identical to those previously filed in the State of Maryland, however the number of shares constituting the Series B Junior Participating Preferred Stock has been increased from 1 million to 1,300,000. There are currently no shares of Series B Preferred Stock outstanding.

The foregoing description of the Series B Articles Supplementary is qualified in its entirety by reference to the Series B Articles Supplementary, a copy of which are attached as Exhibit 3.1 and incorporated herein by reference.

Election to be Subject to Section 3-804(c) of the Maryland General Corporation Law

On September 16, 2009, the Company filed Articles Supplementary (the "3-804(c) Articles Supplementary") in the State of Maryland certifying that the Company has elected to be subject to Section 3-804(c) of the Maryland General Corporation Law, which provides, among other things, that, except as may be provided by the Board in setting the terms of any class or series of stock, all vacancies on the Board may be filled only by the affirmative vote of a majority of the remaining directors in office, even if the remaining directors do not constitute a quorum.

The foregoing description of the 3-804(c) Articles Supplementary is qualified in its entirety by reference to the 3-804(c) Articles Supplementary, a copy of which are attached as Exhibit 3.2 and incorporated herein by reference.

Amendments to Bylaws

On September 14, 2009, the Board of Directors (the "Board") of the Company approved certain amendments (the "Amendment") to the Company's Second Amended and Restated Bylaws, as amended, effective as of September 14, 2009.

The Amendment (1) provides that, rather than being held during the 31-day period commencing on the 16th of May and ending on the 15th of June of each year, the annual meeting of stockholders of the Company shall be held on a date and at the time set by the Board, (2) grants the chairman of stockholders' meetings the authority to prescribe such rules, regulations and procedures and take such action as, in the discretion of the chairman and without any action by the stockholders, are appropriate for the proper conduct of the meeting, (3) modifies the procedures that must be followed by stockholders to submit proposals for consideration at a meeting of stockholders and to nominate a candidate to serve as a director, including by requiring that stockholders provide additional information on their holdings of SL Green securities to account for derivative positions (and if the proposal is for the nomination of a candidate to serve as a director, that this information be provided with respect to the candidate as well) and changing the deadline for a stockholder to submit a proposal or nominate a candidate to serve as a director generally to no later than 90 days prior to the first anniversary of the preceding year's annual meeting, instead of 75 days and (4) provides that generally all vacancies on the Board may be filled only by the affirmative vote of a majority of the remaining directors in office, even if the remaining directors do not constitute a quorum.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 3.3 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles Supplementary setting forth the preferences and conversion and other rights of the Series B Junior Participating Preferred Stock
3.2	Articles Supplementary certifying that the Company has elected to be subject to Section 3-804(c) of the Maryland General Corporation Law
3.3	Amendment #2 to the Second Amended and Restated Bylaws of SL Green Realty Corp.

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 hereunto duly authorized.

SL GREEN REALTY CORP.

Date: September 16, 2009

By: /s/ Gregory F. Hughes
Gregory F. Hughes
Chief Financial Officer

EXHIBIT INDEX

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SL GREEN REALTY CORP.

ARTICLES SUPPLEMENTARY

SL Green Realty Corp., a Maryland corporation (the "Corporation"), certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Under a power contained in Section 2-208 of the Maryland General Corporation Law and Article V of the Corporation's charter (the "Charter"), the Board of Directors (the "Board of Directors"), by resolutions duly adopted on September 14, 2009, classified and designated 1,300,000 shares of the unissued preferred stock, par value \$0.01 per share, of the Corporation ("Preferred Stock") as shares of Series B Junior Participating Preferred Stock, par value \$0.01 per share ("Series B Preferred Stock").

SECOND: The Series B Preferred Stock shall be subject in all respects to the terms and conditions of the Charter and shall have the preferences, conversion and other rights, voting powers, restrictions, limitations as to distributions, qualifications and terms and conditions of redemption set forth on Exhibit 1 attached hereto and made a part hereof, which upon any restatement of the Charter shall be included as part of Article V of the Charter.

THIRD: The Series B Preferred Stock has been reclassified and designated by the Board of Directors under the authority contained in the Charter.

FOURTH: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law.

FIFTH: The undersigned Chief Executive Officer of the Corporation acknowledges these Articles Supplementary to be the act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be executed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary of this 16th day of September, 2009.

SL GREEN REALTY CORP.

By: /s/ Marc Holliday
Name: Marc Holliday
Title: Chief Executive Officer

ATTEST:

By: /s/ Andrew S. Levine
Name: Andrew S. Levine
Title: Secretary

Preferences and Conversion and Other Rights
Of Series B Junior Participating Preferred Stock

Section 1. Designation and Amount. The shares of such series shall be designated as "Series B Junior Participating Preferred Stock" and the number of shares constituting such series shall be 1,300,000. The par value of the Series B Junior Participating Preferred Stock is \$0.01 per Share, which is not a change in the par value of the Preferred Stock as set forth in the Charter.

Section 2. Dividends and Distributions.

(A) Subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Series B Junior Participating Preferred Stock with respect to dividends, the holders of shares of Series B Junior Participating Preferred Stock shall be entitled to receive, when, as and if authorized by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the first business day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series B Junior Participating Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$0.01 or (b) subject to the provisions for adjustment hereinafter set forth, (i) 100 times the aggregate per share amount of all cash dividends, and 100 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of common stock, par value \$0.01 per share, of the Corporation (the "Common Stock") or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series B Junior Participating Preferred Stock. In the event the Corporation shall at any time after February 16, 2000 (the "Rights Dividend Declaration Date") (x) declare any dividend on Common Stock payable in shares of Common Stock, (y) subdivide the outstanding Common Stock or (z) combine the outstanding Common Stock into a smaller number of shares, then in each case the amount to which holders of shares of Series B Junior Participating Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series B Junior Participating Preferred Stock as provided in paragraph (A) above immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided, however, that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior to and superior to the shares of Series B Junior Participating Preferred Stock with respect to dividends, a dividend of \$0.01 per share on the Series B Junior Participating Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series B Junior Participating Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series B Junior Participating Preferred Stock, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series B Junior Participating Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series B Junior Participating Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors

may fix a record date for the determination of holders of shares of Series B Junior Participating Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 60 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series B Junior Participating Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series B Junior Participating Preferred Stock shall entitle the holder thereof to 100 votes on all matters submitted to a vote of the stockholders of the Corporation. In the event the Corporation shall at any time after the Rights Dividend Declaration Date (i) declare and pay any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the number of votes per share to which holders of shares of Series B Junior Participating Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein, the holders of shares of Series B Junior Participating Preferred Stock and the holders of shares of Common Stock shall vote collectively as one class on all matters submitted to a vote of stockholders of the Corporation.

(C) Whenever distributions on any shares of Series B Junior Participating Preferred Stock shall be in arrears for six or more quarterly periods (a "Preferred Distribution Default"), the holders of such shares of Series B Junior Participating Preferred Stock (voting separately as a class with all other equity securities ranking on a parity with the Series B Junior Participating Preferred Stock as to distributions and upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation upon which like voting rights have been conferred and are exercisable ("Parity Preferred Stock")) shall be entitled to vote for the election of a total of two additional directors of the Corporation (the "Preferred Stock Directors") who shall each be elected for one-year terms. Such election shall be held at a special meeting called by the holders of record of at least 20% of the outstanding shares of Series B Junior Participating Preferred Stock or the holders of shares of any other series of Parity Preferred Stock so in arrears (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of shareholders) or, if the request for a special meeting is received by the Corporation less than 90 days before the date fixed for the next annual or special meeting of the shareholders, at the next annual or special meeting of stockholders, and at each subsequent annual meeting until all distributions accumulated on such shares of Series B Junior Participating Preferred Stock for the past distribution periods and the distribution for the then current distribution period shall have been fully paid or authorized and a sum sufficient for the payment thereof set aside for payment in full. In such cases, the entire Board of Directors of the Corporation shall be increased by two directors.

(D) If and when all accumulated distributions and the distribution for the current distribution period on the Series B Junior Participating Preferred Stock shall have been paid in full or set aside for payment in full, the holders of shares of Series B Junior Participating Preferred Stock shall be divested of the voting rights set forth in Section 6(c) herein (subject to reversion in the event of each and every Preferred Distribution Default) and, if all accumulated distributions and the distribution for the current distribution period have been paid in full or set aside for payment in full on all other series of Parity Preferred Stock upon which like voting rights have been conferred and are exercisable, the term of office of each Preferred Stock Director so elected shall terminate. So long as a Preferred Distribution Default shall continue, any vacancy in the office of a Preferred Stock Director may be filled by written consent of the Preferred Stock Director remaining in office, or if there is no such remaining director, by vote of holders of a majority of the outstanding shares of Series B Junior Participating Preferred Stock and any other such other series of Parity Preferred Stock voting as a single class. Any Preferred Stock Director may be removed at any time with or without cause by the vote of, and shall not be removed otherwise than by the vote of, the holders of record of a majority of the outstanding shares of Series B Junior Participating Preferred Stock when they have the voting rights set forth in Section 6(c) (voting separately as a class with all other series of Parity Preferred Stock upon which like voting rights have been conferred and are exercisable).

(E) Except as set forth herein, holders of Series B Junior Participating Preferred Stock shall have

no special voting rights, and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporation action.

Section 4. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series B Junior Participating Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series B Junior Participating Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B Junior Participating Preferred Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series B Junior Participating Preferred Stock, except dividends paid ratably on the Series B Junior Participating Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series B Junior Participating Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series B Junior Participating Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series B Junior Participating Preferred Stock, or any shares of stock ranking on a parity with the Series B Junior Participating Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series B Junior Participating Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution or Winding Up.

(A) Upon any liquidation (voluntary or otherwise), dissolution or winding up of the Corporation (a "Liquidation Event"), no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Series B Junior Participating Preferred Stock shall have received the sum (the "Series B Liquidation Preference") of (a) \$100 per share, plus (b) an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared to the date of such payment. Following the payment of the full amount of the Series B Junior Participatory Liquidation Preference, no additional distributions shall be made to the holders of shares of Series B Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Common Stock shall have received an amount per share (the "Common Adjustment") equal to the quotient obtained by dividing (i) the sum of (X) \$100 per share plus (Y) an amount equal to accrued and unpaid dividends and distributions on the Series B Junior Participating Preferred Stock, whether or not declared, to the date of payment of the Series B Liquidation Preference by (ii) 100 (as appropriately adjusted as set forth in subparagraph (C) below to

reflect such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock) (such number in clause (ii), the "Adjustment Number"). Following the payment of the full amount of the Series B Junior Participatory Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series B Junior Participating Preferred Stock and Common Stock, respectively, and the payment of liquidation preferences of all other shares of Stock which rank prior to or on a parity with Series B Junior Participating Preferred Stock, holders of Series B Junior Participating Preferred Stock and holders of shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio of the Adjustment Number to 1 with respect to such Preferred Stock and Common Stock, on a per share basis, respectively.

(B) In the event, however, that there are not sufficient assets available to permit payment in full of the Series B Liquidation Preference and the liquidation preferences of all other series of Preferred Stock, if any, which rank on a parity with the Series B Junior Participating Preferred Stock, then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences. In the event, however, that there are not sufficient assets available to permit payment in full of the Common Adjustment, then such remaining assets shall be distributed ratably to the holders of Common Stock.

(C) In the event the Corporation shall at any time after the Rights Dividend Declaration Date (i) declare and pay any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series B Junior Participating Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 100 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, that would be held or receivable upon the consummation of such consolidation, merger, combination or other transaction by a holder of a share of Common Stock. In the event the Corporation shall at any time after the Rights Dividend Declaration Date (i) declare and pay any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series B Junior Participating Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 8. No Redemption. The shares of Series B Junior Participating Preferred Stock shall not be redeemable.

Section 9. Ranking. The Series B Junior Participating Preferred Stock shall rank junior to all other series of the Corporation's Preferred Stock as to the payment of dividends and the distribution of assets, whether or not upon the dissolution, liquidation or winding up of the Corporation, unless the terms of any such series shall provide otherwise.

Section 10. Amendment. The Charter shall not be amended in any manner that would materially alter or change the powers, preferences or special rights of the Series B Junior Participating Preferred Stock, as set forth herein, so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series B Junior Participating Preferred Stock, voting separately as a class.

Section 11. Fractional Shares. Series B Junior Participating Preferred Stock may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series B Junior Participating Preferred Stock.

SL GREEN REALTY CORP.

ARTICLES SUPPLEMENTARY

SL Green Realty Corp., a Maryland corporation (the "Corporation"), certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Under a power contained in Title 3, Subtitle 8 of the Maryland General Corporation Law (the "MGCL") and in accordance with resolutions duly adopted by the Board of Directors of the Corporation (the "Board of Directors") on September 14, 2009, the Corporation elected, notwithstanding any provision in its charter or Bylaws to the contrary, to be subject to Section 3-804(c) of the MGCL, the repeal of which may be effected only by the means authorized by Section 3-802(b)(3) of the MGCL.

SECOND: The election to become subject to Section 3-804(c) of the MGCL has been approved by the Board of Directors in the manner and by the vote required by law.

THIRD: The undersigned Chief Executive Officer of the Corporation acknowledges these Articles Supplementary to be the act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be executed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary this 16th day of September, 2009.

SL GREEN REALTY CORP.

By: /s/ Marc Holliday
Name: Marc Holliday
Title: Chief Executive Officer

ATTEST:

By: /s/ Andrew S. Levine
Name: Andrew S. Levine
Title: Secretary

**AMENDMENT #2
TO THE
SECOND AMENDED AND RESTATED BYLAWS
OF
SL GREEN REALTY CORP.**

The Board of Directors (the "Board") of SL Green Realty Corp., a Maryland corporation (the "Corporation"), at a duly convened meeting of the Board where a quorum was present, by a majority vote of the directors present at such meeting and in accordance with the Second Amended and Restated Bylaws of the Corporation, as amended (the "Bylaws") and the Maryland General Corporation Law, approved and adopted on September 14, 2009 the following amendments to the Bylaws to be effective on September 14, 2009:

1. Annual Meeting. The first sentence of Section 2.02 of Article II of the Second Amended and Restated Bylaws of SL Green Realty Corp. is hereby amended by deleting it in its entirety and replacing it with the following:

An annual meeting of the stockholders for the election of directors and the transaction of any business within the powers of the Corporation shall be held on a date and at the time set by the Board of Directors.

2. Organization. Section 2.06 of Article II of the Second Amended and Restated Bylaws of SL Green Realty Corp. is hereby amended by adding the following at the end of the existing section:

The order of business and all other matters of procedure at any meeting of stockholders shall be determined by the chairman of the meeting. The chairman of the meeting may prescribe such rules, regulations and procedures and take such action as, in the discretion of the chairman and without any action by the stockholders, are appropriate for the proper conduct of the meeting, including, without limitation, (a) restricting admission to the time set for the commencement of the meeting; (b) limiting attendance at the meeting to stockholders of record of the Corporation, their duly authorized proxies and other such individuals as the chairman of the meeting may determine; (c) limiting participation at the meeting on any matter to stockholders of record of the Corporation entitled to vote on such matter, their duly authorized proxies and other such individuals as the chairman of the meeting may determine; (d) limiting the time allotted to questions or comments; (e) determining when and for how long the polls should be opened and when the polls should be closed; (f) maintaining order and security at the meeting; (g) concluding a meeting or recessing or adjourning the meeting to a later date and time and at a place announced at the meeting; and (h) complying with any state and local laws and regulations concerning safety and security. Unless otherwise determined by the chairman of the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

3. Annual Meeting of Stockholders.

The second sentence of Section 2.12(a)(2) of Article II of the Second Amended and Restated Bylaws of SL Green Realty Corp. (the "Bylaws") is hereby amended by deleting it in its entirety and replacing it with the following:

To be timely, a stockholder's notice shall set forth all information required under this Section 12 and shall be delivered to the secretary at the principal executive offices of the Corporation not less than 90 days nor more than 180 days prior to the first anniversary of the preceding year's annual meeting or special meeting in lieu thereof; provided, however, that in the event that the date of the annual meeting is advanced by more than seven days or delayed by more than 60 days from such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the 180th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 20th day following the earlier of the day on which public announcement of the date of such meeting is first made or notice of the meeting is mailed to stockholders. The public announcement of a postponement or adjournment of an annual meeting shall not commence a new time period for the giving of a stockholder's notice as described above.

Clause (i) of the last sentence of Section 2.12(a)(2) of Article II of the Bylaws is hereby amended by deleting it in its entirety and replacing it with the following:

(i) as to each person whom the stockholder proposes to nominate for election or reelection as a director (a "Proposed Nominee") all information relating to such Proposed Nominee and relating to the stockholder giving the notice that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected);

Clause (iii) of the last sentence of Section 2.12(a)(2) of Article II of the Bylaws is hereby amended by deleting it in its entirety and replacing it with the following:

(iii) as to the stockholder giving the notice, any Proposed Nominee and any Stockholder Associated Person, (A) the name and address of such stockholder, as they appear on the Corporation's books, and the current name, business address and residence address of any such Stockholder Associated Person or Proposed Nominee, (B) as of the date of the notice, the number of shares, if any, of each class of stock or other security of the Corporation or any affiliate thereof (the "Company Securities") which are owned beneficially and/or of record by such stockholder, Proposed Nominee or Stockholder Associated Person, the date on which each such Company Security was acquired and the investment intent of such acquisition, and (C) as of the date of the notice, whether and the extent to which, such stockholder, Proposed Nominee or Stockholder Associated Person is subject to, or during the past six months has, directly or indirectly (through brokers, nominees or otherwise), engaged in any hedging, derivative or other transaction or series of transactions or entered into any other agreement, arrangement or understanding (including any short interest, any borrowing or lending of securities or any proxy or voting agreement), the effect or intent of which is (x) for any such stockholder, Proposed Nominee or Stockholder Associated Person, to mitigate loss to or manage risk or benefit from changes in the price of Company Securities or (y) to increase or decrease, disproportionately to the economic interest, the voting power of any such stockholder, Proposed Nominee or Stockholder Associated Person in the Corporation or any affiliate thereof.

Section 2.12(a) of Article II of the Bylaws is hereby amended by adding the following clauses (4), (5) and (6) immediately following clause (3) of Section 2.12(a) of the Bylaws and immediately preceding Section 2.12(b) of the Bylaws:

(4) A stockholder proposing nominations of persons for election to the Board of Directors or the proposal of business to be considered by stockholders pursuant to this Section 2.12 shall further update and supplement information submitted pursuant to Section 2.12(a)(2), if necessary, so that the information provided or required to be submitted pursuant to Section 2.12(a)(2) shall be true and correct as of the record date for the meeting, and such update and supplement shall be delivered to the secretary at the principal executive offices of the Corporation not later than five (5) business days after the record date for the meeting.

(5) If information submitted pursuant to Section 2.12(a)(2) or Section 2.12(a)(4) by any stockholder proposing nominations of persons for election to the Board of Directors or the proposal of business to be considered by stockholders pursuant to this Section 2.12 shall be inaccurate to a material extent, such information shall be deemed not to have been provided in accordance with this Section 2.12. Any such stockholder shall notify the Corporation of any inaccuracy or change promptly (but no later than two business days) after becoming aware of such inaccuracy or change in any such information.

(6) For purposes of this Section 2.12, "Stockholder Associated Person" of any stockholder shall mean: (i) any person acting in concert with such stockholder, (ii) any beneficial owner of Company Securities owned of record or beneficially by such stockholder (other than a stockholder that is a depository) and (iii) any person that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with such stockholder or Stockholder Associated Person.

The last sentence of Section 2.12(b) of Article II of the Bylaws is hereby amended by deleting it in its entirety and replacing it with the following:

In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder may nominate a person or persons (as the case may be) for election to such position as specified in the Corporation's notice of meeting, if the stockholder's notice containing the information required by paragraph (a)(2) of this Section 2.12 shall be delivered to the secretary at the principal executive offices of the Corporation not earlier than the 180th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. The public announcement of a postponement or adjournment of a special meeting shall not commence a new time period for the giving of a stockholder's notice as described above.

4. Vacancies. Section 3.10 of Article III of the Second Amended and Restated Bylaws of SL Green Realty Corp. is hereby amended by deleting the last two sentences of such section and replacing them with the following:

Except as may be provided by the Board of Directors in setting the terms of any class or series of stock, any and all vacancies on the Board of Directors may be filled only by the affirmative vote of a majority of the remaining directors in office, even if the remaining directors do not constitute a quorum, and any director elected to fill a vacancy shall serve for the remainder of the full term of the directorship in which such vacancy occurred and until his or her successor is elected and qualifies.