

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

<b>1. Name and Address of Reporting Person*</b> <u>GREEN STEPHEN L</u>  (Last) (First) (Middle) <u>C/O SL GREEN REALTY CORP.</u> <u>420 LEXINGTON AVENUE</u>  (Street) <u>NEW YORK NY 10170</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>SL GREEN REALTY CORP [ SLG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>09/16/2004</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b> <u>09/20/2004</u>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	09/16/2004		M		125,000	A	\$18.4375	300,000 <sup>(3)</sup>	D	
Common Stock	09/16/2004		S		125,000	D	\$50.52	175,000 <sup>(4)</sup>	D	
Common Stock	09/16/2004		M		300,000	A	\$20.8125	475,000 <sup>(3)</sup>	D	
Common Stock	09/16/2004		S		300,000	D	\$50.52	175,000 <sup>(4)</sup>	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				
Employee Stock Option (Right to Buy)	\$18.4375	09/16/2004		M		125,000		(1)	10/15/2008	Common Stock	125,000	\$50.52	0	D	
Employee Stock Option (Right to Buy)	\$20.8125	09/16/2004		M		300,000		(2)	12/23/2009	Common Stock	300,000	\$50.52	0	D	

**Explanation of Responses:**

- The option vested in five equal installments of 25,000 shares on October 15, 1999, October 15, 2000, October 15, 2001, October 15, 2002 and October 15, 2003.
- The option vested in three equal installments of 100,000 shares on January 1, 2001, January 1, 2002 and January 1, 2003.
- Due to a clerical error in the original filing, the amount of shares beneficially owned following the reported transaction should have been added to 175,000 shares, rather than 170,000 shares.
- Due to a clerical error in the original filing, the amount of shares beneficially owned following the reported transaction should have been subtracted from 175,000 shares, rather than 170,000 shares.

Stephen L. Green 09/20/2004  
 \*\* 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.