

**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):

**October 6, 2010 (October 5, 2010)**

**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 ID. Number)

**SL Green Operating Partnership, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

**13-3960398**

(IRS Employer ID. Number)

**420 Lexington Avenue  
New York, New York**  
(Address of Principal Executive Offices)

**10170**  
(Zip Code)

**(212) 594-2700**

(Registrants' Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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))

**Item 8.01 Other Events**

On October 5, 2010, SL Green Realty Corp. (the "Company") announced that its operating partnership, SL Green Operating Partnership, L.P. ("SL Green OP"), has commenced an offering of exchangeable senior notes (the "Offering") in a private offering to "qualified institutional buyers" as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act, subject to market conditions.

A copy the press release announcing the Offering, and which describes the Offering in greater detail, is hereby incorporated by reference and attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits*

99.1 Press Release announcing the Offering, dated October 5, 2010.

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

SL GREEN REALTY CORP.

/s/ Gregory F. Hughes

Gregory F. Hughes  
Chief Financial Officer

SL GREEN OPERATING PARTNERSHIP, L.P.

By: SL GREEN REALTY CORP.

/s/ Gregory F. Hughes

Gregory F. Hughes  
Chief Financial Officer

Date: October 6, 2010

**FOR IMMEDIATE RELEASE****CONTACT**

Gregory F. Hughes  
Chief Operating Officer and  
Chief Financial Officer

—or—

Heidi Gillette  
Investor Relations  
(212) 594-2700

**SL Green Operating Partnership Announces Exchangeable Senior Notes Offering**

New York, NY, October 5, 2010 - SL Green Realty Corp. (the "Company") (NYSE: SLG) announced today that SL Green Operating Partnership, L.P. ("SL Green OP"), its operating partnership, has commenced an offering of exchangeable senior notes (the "Notes") in a private offering, subject to market conditions.

The Notes have not been, and will not be, registered under the Securities Act of 1933, as amended (the "Securities Act"), or applicable state securities laws, and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act. The Notes will be offered only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

**Company Profile**

The Company is a self-administered and self-managed real estate investment trust, or REIT, that predominantly acquires, owns, repositions and manages Manhattan office properties. The Company is the only publicly held REIT that specializes in this niche. As of June 30, 2010, the Company owned interests in 30 New York City office properties totaling approximately 22,012,215 square feet, making it New York's largest office landlord. In addition, at June 30, 2010, the Company held investment interests in, among other things, eight retail properties encompassing approximately 374,812 square feet, three development properties encompassing approximately 399,800 square feet and two land interests, along with ownership interests in 31 suburban assets totaling 6,804,700 square feet in Brooklyn, Queens, Long Island, Westchester County, Connecticut and New Jersey.

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