

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>MATHIAS ANDREW W</u>  (Last) (First) (Middle)  <u>C/O SL GREEN REALTY CORP.</u> <u>ONE VANDERBILT AVENUE - 28TH FLOOR</u>  (Street) <u>NEW YORK NY 10017</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SL GREEN REALTY CORP [ SLG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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			

**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
LTIP Units <sup>(1)</sup>	(2)	01/29/2024		A		88,543		(2)(3)	(2)	Common Stock	88,543	\$0	980,457 <sup>(4)</sup>	D	
LTIP Units <sup>(5)</sup>	(2)	01/29/2024		A		19,066		(2)(5)	(2)	Common Stock	19,066	\$0	999,523	D	
LTIP Units <sup>(6)</sup>	(2)	01/29/2024		A		56,825		(2)(6)	(2)	Common Stock	56,825	\$0	1,056,348	D	

**Explanation of Responses:**

- Represents LTIP Units originally issued in January 2023 that were subject to performance-based vesting hurdles based on achievement of operational performance metrics for the year ended December 31, 2023, and which remain subject to additional performance-based vesting hurdles based on the Issuer's total shareholder return for the period from January 1, 2023 through December 31, 2025 (the "TSR Performance Period"). On January 29, 2024, the compensation committee of the Issuer determined the level of achievement of the operational performance-based vesting hurdles for these LTIP Units, resulting in 98,381 LTIP Units initially being earned, which amount will be adjusted upwards or downwards by up to 12.5% at the conclusion of the TSR Performance Period based on the Issuer's total shareholder return. The number of LTIP Units reported represents the maximum number of LTIP Units that may be earned based on the Issuer's total shareholder return during the TSR Performance Period.
- Represents LTIP Units issued pursuant to the Issuer's equity based compensatory programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested 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 an 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 redemption right generally cannot be exercised until two years from the date of the grant. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.
- Earned LTIP Units will vest on December 31, 2025, subject to continued employment. Each LTIP Unit and Common Unit acquired upon conversion of such LTIP Unit is subject to an additional two-year no-sell provision pursuant to which such LTIP Unit and Common Unit generally may not be transferred, and the redemption right associated with the Common Unit may not be exercised, until the earlier of (i) two years after the vesting date, (ii) termination of the reporting person's employment or (iii) a change in control of the Issuer.
- Reflects the forfeiture of 25,256 LTIP Units originally issued in January 2021 that were previously reported as earned based on the achievement of operational performance metrics for the year ended December 31, 2021, and which remained subject to additional performance-based vesting hurdles based on the Issuer's total shareholder return for the period from January 1, 2021 through December 31, 2023.
- Represents LTIP Units originally issued in January 2021 that were earned based on the Issuer's total stockholder return during the period from January 1, 2021 through December 31, 2023, relative to a group of New York City-centric publicly traded real estate investment trusts. The LTIP Units vested in full on December 31, 2023. Each LTIP Unit and Common Unit acquired upon conversion of such LTIP Unit is subject to an additional two-year no-sell provision pursuant to which such LTIP Unit and Common Unit generally may not be transferred, and the redemption right associated with the Common Unit may not be exercised, until the earlier of (i) two years after the vesting date, (ii) termination of the reporting person's employment or (iii) a change in control of the Issuer.
- Represents LTIP Units originally issued in January 2021 that were earned based on the Issuer's total stockholder return during the period from January 1, 2021 through December 31, 2023, relative to the constituent companies of the SNL Office REIT Index at the start of such period that remained publicly traded at the conclusion of such period. The LTIP Units vested in full on December 31, 2023. Each LTIP Unit and Common Unit acquired upon conversion of such LTIP Unit is subject to an additional two-year no-sell provision pursuant to which such LTIP Unit and Common Unit generally may not be transferred, and the redemption right associated with the Common Unit may not be exercised, until the earlier of (i) two years after the vesting date, (ii) termination of the reporting person's employment or (iii) a change in control of the Issuer.

/s/ Andrew W. Mathias

01/31/2024

\*\* 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.

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