

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <b>LEVINE ANDREW S</b>			2. Issuer Name and Ticker or Trading Symbol <b>SL GREEN REALTY CORP [ SLG ]</b>			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) <b>Chief Legal Officer &amp; GC</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/11/2017</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	NEW YORK NY 10170							
(City)	(State)	(Zip)						

**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	06/27/2016		G	V	249	D	\$0	15,681.37	D	
Common Stock	11/15/2016		G	V	375	D	\$0	15,427.02 <sup>(10)</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
Class O LTIP Units <sup>(1)(2)</sup>	\$106.05 <sup>(3)</sup>	01/11/2017		A		15,000		(1)(2)(4)	01/11/2027	Common Stock	15,000 <sup>(1)(2)</sup>	\$0	15,000	D	
Class O LTIP Units <sup>(1)(2)</sup>	\$106.05 <sup>(3)</sup>	01/11/2017		A		15,000		(1)(2)(5)	01/11/2022	Common Stock	15,000 <sup>(1)(2)</sup>	\$0	15,000	D	
LTIP Units	(6)	01/11/2017		A		12,730		(6)	(6)	Common Stock	12,730	\$0	153,345	D	
LTIP Units <sup>(7)</sup>	(6)	01/11/2017		A		926		(6)(8)	(6)	Common Stock	926	\$0	154,271	D	
LTIP Units <sup>(9)</sup>	(6)	01/11/2017		A		8,240		(6)(9)	(6)	Common Stock	8,240	\$0	162,511	D	

**Explanation of Responses:**

- The Class O LTIP Units, once vested, may be converted, at the election of the holder, into a number of Class A Units of limited partnership interest in SL Green Operating Partnership, L.P. ("Common Units") determined by the increase in value of a share of the Issuer's Common Stock at the time of conversion over \$106.05, which was the fair market value of a share of the Issuer's Common Stock at the time of grant pursuant to the SL Green Realty Corp. Fourth Amended and Restated 2005 Stock Option and Incentive Plan (the "Plan").
- Each Common Unit acquired upon conversion of vested Class O LTIP Units 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. Class O LTIP Units and the Common Units into which they may be converted generally may not be disposed of without the consent of the Issuer until two years from the date of the grant of the Class O LTIP Units.
- Represents the fair market value of a share of the Issuer's Common Stock at the time of grant, as determined pursuant to the Plan.
- The Class O LTIP Units vest in three installments of 5,000 on January 11, 2018, 5,000 on January 11, 2019, and 5,000 on January 11, 2020, subject in each case to the reporting person's continued employment through the relevant vesting date. The rights to convert these Class O LTIP Units into Common Units have a maximum term of ten years. The rights to redeem Common Units do not have expiration dates.
- The Class O LTIP Units vest in three installments of 5,000 on January 11, 2018, 5,000 on January 11, 2019, and 5,000 on January 11, 2020, subject in each case to the reporting person's continued employment through the relevant vesting date. The rights to convert these Class O LTIP Units into Common Units have a maximum term of five years. The rights to redeem Common Units do not have expiration dates.
- 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 Common Unit. Each Common Unit acquired upon conversion of a vested 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. LTIP Units are generally not convertible without the consent of the Issuer until two years from the date of the grant. The rights to convert vested LTIP Units into Common Units and redeem Common Units do not have expiration dates.
- Represents LTIP Units that had been granted subject to performance-based vesting hurdles for which the compensation committee of the Issuer determined that the performance-based vesting hurdles had been achieved.
- The LTIP Units will vest on June 30, 2017, subject to continued employment.
- Represents LTIP Units issued pursuant to the SL Green Realty Corp. 2014 Long-Term Outperformance Plan (the "2014 Plan"). The LTIP Units granted pursuant to the 2014 Plan will vest 50% on August 31, 2017, and 50% on August 31, 2018, subject to the achievement of performance criteria and continued employment.
- Includes 120.65 shares of the Issuer's Common Stock purchased through the Issuer's Employee Stock Purchase Plan.

/s/ Andrew S. Levine

01/13/2017

\*\* 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.**