

MATHIAS ANDREW W  
Form 4  
December 23, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MATHIAS ANDREW W

(Last) (First) (Middle)

C/O SL GREEN REALTY  
CORP., 420 LEXINGTON  
AVENUE 19TH FLOOR

(Street)

NEW YORK, NY 10170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SL GREEN REALTY CORP [SLG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Chief Investment Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code V  | Amount  |  |   |
| Common Stock                    | 12/21/2005                           |  | M                              | 8,334   | A \$ 29.53  | 104,584  | D   |
| Common Stock                    | 12/21/2005                           |  | M                              | 13,666  | A \$ 28.1   | 118,250  | D   |
| Common Stock                    | 12/21/2005                           |  | M                              | 3,000   | A \$ 36.55  | 121,250  | D   |
| Common Stock                    | 12/21/2005                           |  | S                              | 25,000  | D \$ 74.6   | 96,250   | D   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Option (Right to Buy)       | \$ 29.53   | 12/21/2005                           |  | M                              | 8,334   | <u>(1)</u> 11/09/2011                                    | Common Stock  | 8,334                      |
| Employee Stock Option (Right to Buy)       | \$ 28.1  | 12/21/2005                           |  | M                              | 13,666  | <u>(2)</u> 10/10/2012                                    | Common Stock  | 13,666                     |
| Employee Stock Option (Right to Buy)       | \$ 36.55   | 12/21/2005                           |  | M                              | 3,000   | <u>(3)</u> 11/11/2013                                    | Common Stock  | 3,000                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

MATHIAS ANDREW W  
C/O SL GREEN REALTY CORP.  
420 LEXINGTON AVENUE 19TH FLOOR  
NEW YORK, NY 10170

Chief Investment Officer

## Signatures

Andrew Mathias 12/23/2005

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) The option vests in three equal installments of 8,333.33 each on December 21, 2004, December 21, 2005 and December 21, 2006.
- (2) The option vests in four equal installments of 12,500 each on October 10, 2004, October 10, 2005, October 10, 2006 and October 10, 2007.
- (3) The option vests in four installments of 7,500 on January 1, 2005, 15,000 on January 1, 2006, 22,500 on January 1, 2007 and 30,000 on January 1, 2008.

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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