

VORNADO REALTY TRUST  
Form 8-A12B  
April 21, 2011

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
THE SECURITIES EXCHANGE ACT OF 1934

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## VORNADO REALTY TRUST

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State of Incorporation or Organization)

**22-1657560**  
(IRS Employer Identification Number)

**888 Seventh Avenue**  
**New York, New York**  
(Address of Principal Executive Offices)

**10019**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered  
**6.875% Series J Cumulative  
Redeemable Preferred Shares of  
Beneficial Interest, liquidation  
preference \$25.00 per share, no par  
value per share**

Name of Each Exchange on Which  
Each Class is to be Registered  
**New York Stock Exchange**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  o

Securities Act registration statement file numbers to which this form relates: **333-162775**

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES  
TO BE REGISTERED**

A description of the 6.875% Series J Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, which are to be registered under this registration statement, is contained under the caption "Description of the Series J Preferred Shares" in the Prospectus Supplement, dated April 13, 2011, to the Prospectus, dated October 30, 2009, constituting a part of the Registration Statement on Form S-3 (File No. 333-162775) of Vornado Realty Trust, filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended. This description and the related information contained under the caption "Description of Shares of Beneficial Interest of Vornado Realty Trust" "Description of Preferred Shares of Vornado Realty Trust" in the Prospectus, dated October 30, 2009, are incorporated by reference into this registration statement, and any description included in a form of prospectus supplement subsequently filed by Vornado under Rule 424(b) under the Securities Act will be deemed to be incorporated by reference into this registration statement.

**ITEM 2. EXHIBITS**

The exhibits to this registration statement are listed in the Exhibit Index, which appears after the signature page and is incorporated herein by reference.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

VORNADO REALTY TRUST

By:

/s/ JOSEPH MACNOW  
Joseph Macnow,  
Executive Vice President -  
Finance and Administration and  
Chief Financial Officer

Dated: April 20, 2011

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**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
3.1	Articles of Restatement of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on July 30, 2007 - Incorporated by reference to Exhibit 3.75 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 001-11954), filed on July 31, 2007.
<u>3.2</u>	<u>Articles Supplementary Classifying Vornado Realty Trust's Series J 6.875% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value filed herewith.</u>
3.3	Amended and Restated Bylaws of Vornado Realty Trust, as amended on March 2, 2000 - Incorporated by reference to Exhibit 3.12 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000.
4.1	Specimen certificate representing Vornado Realty Trust's Common Shares of Beneficial Interest, par value \$0.04 per share Incorporated by reference to Exhibit 4.1 to Amendment No. 1 to Vornado Realty Trust's Registration Statement on Form S-3 (File No. 33-62395), filed on October 26, 1995.
4.2	Specimen certificate representing Vornado Realty Trust's \$3.25 Series A Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share - Incorporated by reference to Exhibit 4.2 to Vornado Realty Trust's Current Report on Form 8-K, dated April 3, 1997 (File No. 001-11954), filed on April 8, 1997.
4.3	Specimen certificate evidencing Vornado Realty Trust's Series B 8.5% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 4.2 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on March 15, 1999.
4.4	Specimen certificate evidencing Vornado Realty Trust's Series C 8.5% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 4.2 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on May 19, 1999.
4.5	Specimen certificate evidencing Vornado Realty Trust's Series E 7.00% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 4.5 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on August 20, 2004.

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<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
4.6	Specimen certificate evidencing Vornado Realty Trust's Series F 6.75% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 4.6 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on November 17, 2004.
4.7	Specimen certificate evidencing Vornado Realty Trust's Series G 6.625% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 4.7 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on December 21, 2004.
4.8	Specimen certificate evidencing Vornado Realty Trust's Series H 6.750% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 4.8 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on June 16, 2005.
4.9	Specimen certificate evidencing Vornado Realty Trust's Series I 6.625% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 4.9 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on August 30, 2005.
<u>4.10</u>	<u>Specimen certificate evidencing Vornado Realty Trust's Series J 6.875% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - filed herewith.</u>

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