

SL GREEN REALTY CORP  
Form DEF 14A  
April 29, 2010

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**SL GREEN REALTY CORP.**

---

(Name of Registrant as Specified In Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

Edgar Filing: SL GREEN REALTY CORP - Form DEF 14A

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

**SL GREEN REALTY CORP.**  
420 Lexington Avenue  
New York, New York 10170-1881

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
to be held on June 15, 2010**

Dear Stockholder:

You are invited to attend the 2010 annual meeting of stockholders of SL Green Realty Corp., a Maryland corporation, which will be held on Tuesday, June 15, 2010, at 11:00 a.m., local time, at The Roosevelt Hotel, The Broadway Suite, 45 East 45th Street at Madison Avenue, New York, New York. At the annual meeting, stockholders will be asked to consider and vote upon the following proposals:

1. To elect a Class I director to serve on our Board of Directors for a three-year term and until his successor is duly elected and qualifies;
2. To approve our Second Amended and Restated 2005 Stock Option and Incentive Plan; and
3. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010.

In addition, stockholders may be asked to consider and vote upon any other matters that may properly be brought before the annual meeting and at any adjournments or postponements thereof.

Any action may be taken on the foregoing matters at the annual meeting on the date specified above, or on any date or dates to which the annual meeting may be adjourned, or to which the annual meeting may be postponed.

Our Board of Directors has fixed the close of business on April 5, 2010 as the record date for determining the stockholders entitled to notice of, and to vote at, the annual meeting and at any adjournments or postponements thereof.

*We make proxy materials available to our stockholders on the Internet. You can access proxy materials at <http://www.proxyvote.com>. You also may authorize your proxy via the Internet or by telephone by following the instructions on that website. In order to authorize your proxy via the Internet or by telephone you must have the stockholder identification number that appears on the enclosed Notice of Internet Availability of Proxy Materials. You also may request a paper or an e-mail copy of our proxy materials and a paper proxy card by following the instructions included in the Notice of Internet Availability of Proxy Materials.*

By Order of our Board of Directors,

Andrew S. Levine  
*Secretary*

**Important Notice Regarding the Availability of Proxy Materials for  
the Stockholder Meeting to be Held on June 15, 2010.**

**This proxy statement and our 2009 Annual Report to Stockholders  
are available at <http://www.proxyvote.com>**

New York, New York  
April 29, 2010

---

Whether or not you plan to attend the annual meeting, please carefully read the proxy statement and other proxy materials and complete a proxy for your shares as soon as possible. You may authorize your proxy via the Internet or by telephone by following the instructions on the website indicated in the Notice of Internet Availability of Proxy Materials that you received in the mail. You also may request a paper or an e-mail copy of our proxy materials and a paper proxy card at any time. If you attend the annual meeting, you may vote in person if you wish, even if you previously have submitted your proxy. However, please note that if your shares are held of record by a bank, broker or other nominee and you wish to vote in person at the annual meeting, you must obtain a proxy issued in your name from such bank, broker or other nominee.

Table of Contents

**TABLE OF CONTENTS**

|   | <b>Page</b> |
|---|-------------|
| <u>QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING</u>   | <u>1</u>    |
| <u>What is the Notice of Internet Availability of Proxy Materials that I received in the mail this year instead of a full set of proxy materials?</u> | <u>1</u>    |
| <u>Who is entitled to vote at the annual meeting?</u>   | <u>1</u>    |
| <u>What is the purpose of the annual meeting?</u>   | <u>1</u>    |
| <u>What constitutes a quorum?</u>   | <u>2</u>    |
| <u>What vote is required to approve each proposal?</u>  | <u>2</u>    |
| <u>Can I change my vote after I submit my proxy card?</u>   | <u>2</u>    |
| <u>How do I vote?</u>   | <u>3</u>    |
| <u>How is my vote counted?</u>  | <u>4</u>    |
| <u>How does the Board recommend that I vote on each of the proposals?</u>   | <u>4</u>    |
| <u>What other information should I review before voting?</u>  | <u>4</u>    |
| <u>Who is soliciting my proxy?</u>  | <u>4</u>    |
| <u>How do I change how I receive proxy materials in the future?</u>   | <u>4</u>    |
| <u>What should I do if I received more than one Notice of Internet Availability of Proxy Materials?</u>   | <u>5</u>    |
| <u>PROPOSAL 1: ELECTION OF DIRECTORS</u>  | <u>6</u>    |
| <u>Information Regarding the Nominee and the Continuing Directors</u>   | <u>6</u>    |
| <u>Class I Nominee Term Will Expire in 2013</u>   | <u>6</u>    |
| <u>Class II Continuing Directors Terms Will Expire in 2011</u>  | <u>7</u>    |
| <u>Class III Continuing Directors Terms Will Expire in 2012</u>   | <u>8</u>    |
| <u>Biographical Information Regarding Executive Officers Who Are Not Directors</u>  | <u>8</u>    |
| <u>The Board and its Committees</u>   | <u>9</u>    |
| <u>Director Compensation</u>  | <u>11</u>   |
| <u>PROPOSAL 2: APPROVAL of OUR SECOND AMENDED AND RESTATED 2005 STOCK OPTION AND INCENTIVE PLAN</u>   | <u>13</u>   |
| <u>Summary of Material Amendments</u>   | <u>14</u>   |
| <u>Summary of the Provisions of Our Second Amended and Restated 2005 Stock Option and Incentive Plan</u>  | <u>15</u>   |
| <u>Administration</u>   | <u>15</u>   |
| <u>Available Shares</u>   | <u>15</u>   |
|   | <u>6</u>    |

Awards Under the Plan

16

Adjustments in General: Certain Change in Control Provisions

18

iii

---

Table of Contents

|   | <b>Page</b> |
|---|-------------|
| <u>Tax Withholding</u>  | <u>18</u>   |
| <u>Amendment and Termination</u>  | <u>18</u>   |
| <u>Repricing</u>  | <u>18</u>   |
| <u>Material U.S. Federal Income Tax Consequences</u>  | <u>18</u>   |
| <u>New Plan Benefits</u>  | <u>20</u>   |
| <u>PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u> | <u>21</u>   |
| <u>Fee Disclosure</u>   | <u>21</u>   |
| <u>Pre-Approval Policies and Procedures of our Audit Committee</u>                              | <u>22</u>   |
| <u>AUDIT COMMITTEE REPORT</u>   | <u>23</u>   |
| <u>CORPORATE GOVERNANCE MATTERS</u>   | <u>25</u>   |
| <u>Corporate Governance Guidelines</u>  | <u>25</u>   |
| <u>Director Independence</u>  | <u>25</u>   |
| <u>Code of Ethics</u>   | <u>25</u>   |
| <u>Audit Committee Financial Expert</u>   | <u>26</u>   |
| <u>Communications with the Board</u>  | <u>26</u>   |
| <u>Whistleblowing and Whistleblower Protection Policy</u>                                       | <u>26</u>   |
| <u>Director Attendance at Annual Meetings</u>   | <u>26</u>   |
| <u>Identification of Director Candidates</u>  | <u>26</u>   |
| <u>Executive Sessions of Non-Management Directors</u>   | <u>27</u>   |
| <u>Disclosure Committee</u>   | <u>27</u>   |
| <u>Policy on Majority Voting</u>  | <u>27</u>   |
| <u>Board Leadership Structure</u>   | <u>28</u>   |
| <u>Risk Oversight</u>   | <u>28</u>   |
| <u>EXECUTIVE COMPENSATION</u>   | <u>30</u>   |
| <u>Compensation Discussion and Analysis</u>   | <u>30</u>   |
| <u>Compensation Committee Report</u>  | <u>44</u>   |
| <u>Summary Compensation Table</u>   | <u>45</u>   |
| <u>2009 Grants of Plan-Based Awards</u>   | <u>46</u>   |
| <u>Outstanding Equity Awards at Fiscal Year-End 2009</u>  | <u>47</u>   |
| <u>2009 Option Exercises and Stock Vested</u>   | <u>48</u>   |



Edgar Filing: SL GREEN REALTY CORP - Form DEF 14A

|  |           |
|--|-----------|
| <u>SL Green Realty Corp. 2010 Notional Unit Plan</u> | <u>49</u> |
| <u>Equity Compensation Plan Table</u>                | <u>50</u> |
| <u>Retirement Benefits</u>                           | <u>51</u> |

Table of Contents

|   | <b>Page</b>       |
|---|-------------------|
| <u>Potential Payments Upon Termination or Change-in-Control</u>             | <u>51</u>         |
| <u>Compensation Committee Interlocks and Insider Participation</u>          | <u>65</u>         |
| <b><u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND</u></b>           | <b><u>66</u></b>  |
| <b><u>MANAGEMENT</u></b>  | <b><u>67</u></b>  |
| <u>Section 16(a) Beneficial Ownership Reporting Compliance</u>              | <u>67</u>         |
| <b><u>LEGAL PROCEEDINGS</u></b>   | <b><u>67</u></b>  |
| <b><u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u></b>          | <b><u>68</u></b>  |
| <u>Policies and Procedures With Respect to Related Party Transactions</u>   | <u>68</u>         |
| <u>Cleaning/Security/Messenger and Restoration Services</u>                 | <u>68</u>         |
| <u>Management Fees</u>  | <u>68</u>         |
| <u>Brokerage Services</u>   | <u>69</u>         |
| <u>Gramercy Capital Corp.</u>   | <u>69</u>         |
| <b><u>OTHER MATTERS</u></b>   | <b><u>72</u></b>  |
| <u>Solicitation of Proxies</u>  | <u>72</u>         |
| <u>Stockholder Proposals</u>  | <u>72</u>         |
| <u>Householding of Proxy Materials</u>                                      | <u>73</u>         |
| <u>Other Matters</u>  | <u>74</u>         |
| <b><u>APPENDIX A: SECOND AMENDED AND RESTATED 2005 STOCK OPTION AND</u></b> | <b><u>A-1</u></b> |
| <b><u>INCENTIVE PLAN</u></b>  | <b><u>A-1</u></b> |
| <b><u>APPENDIX B: DIRECTOR INDEPENDENCE STANDARDS</u></b>                   | <b><u>B-1</u></b> |

Table of Contents

**SL GREEN REALTY CORP.**  
420 Lexington Avenue  
New York, New York 10170-1881

**PROXY STATEMENT**

**FOR OUR 2010 ANNUAL MEETING OF STOCKHOLDERS  
to be held on June 15, 2010**

These proxy materials are being made available in connection with the solicitation of proxies by the Board of Directors, or the Board, of SL Green Realty Corp., a Maryland corporation, for use at our 2010 annual meeting of stockholders to be held on Tuesday, June 15, 2010, at 11:00 a.m., local time, at The Roosevelt Hotel, The Broadway Suite, 45 East 45th Street at Madison Avenue, New York, New York, or at any postponement or adjournment of the annual meeting. References in this proxy statement to "we," "us," "our," "ours," and the "Company" refer to SL Green Realty Corp., unless the context otherwise requires. This proxy statement and a form of proxy have been made available to our stockholders on the Internet, and the Notice of Internet Availability of Proxy Materials has been mailed, on or about April 29, 2010.

**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING**

**What is the Notice of Internet Availability of Proxy Materials that I received in the mail this year instead of a full set of proxy materials?**

In accordance with rules adopted by the Securities and Exchange Commission, or SEC, we may furnish proxy materials, including this proxy statement and the Company's 2009 annual report to stockholders, by providing access to these documents on the Internet instead of mailing a printed copy of our proxy materials to our stockholders. In accordance with such rules, most of our stockholders already have received a Notice of Internet Availability of Proxy Materials, or the Notice, which provides a website address with instructions for accessing our proxy materials, including this proxy statement, and for requesting printed copies of the proxy materials by mail or electronically by e-mail.

If you would like to receive a paper or an e-mail copy of our proxy materials for the 2010 annual meeting or for all future annual meetings, you should follow the instructions for requesting such materials included in the Notice. We believe the delivery option that we have chosen this year will allow us to provide our stockholders with the proxy materials they need, while lowering the cost of delivery of the materials and reducing the environmental impact of printing and mailing printed copies.

**Who is entitled to vote at the annual meeting?**

Holders of record of our common stock, \$0.01 par value per share, at the close of business on April 5, 2010, the record date for the annual meeting, are entitled to receive notice of the annual meeting and to vote at the annual meeting. If you are a holder of record of our common stock as of the record date, you may vote the shares that you held on the record date even if you sell such shares after the record date. Each outstanding share as of the record date entitles its holder to cast one vote for each matter to be voted upon and, with respect to the election of directors, one vote for each director to be elected. Stockholders do not have the right to cumulate voting for the election of directors.

**What is the purpose of the annual meeting?**

At the annual meeting, you will be asked to vote on the following proposals:

*Proposal 1:* the election of a Class I director to serve on our Board of Directors for a three-year term and until his successor is duly elected and qualifies;

*Proposal 2:* the approval of our Second Amended and Restated 2005 Stock Option and Incentive Plan; and

Table of Contents

*Proposal 3:* the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010.

You also may be asked to consider and act upon any other matters that may properly be brought before the annual meeting and at any adjournments or postponements thereof.

**What constitutes a quorum?**

The presence, in person or by proxy, of holders of a majority of the total number of outstanding shares entitled to vote at the annual meeting is necessary to constitute a quorum for the transaction of any business at the annual meeting. As of the record date, there were 77,927,257 shares outstanding and entitled to vote at the annual meeting.

**What vote is required to approve each proposal?**

A plurality of all of the votes cast at the annual meeting at which a quorum is present is required for the election of directors. In furtherance of our corporate governance goals, on February 19, 2010, we adopted a Policy on Majority Voting. The policy sets forth our procedures if a nominee is elected but receives a majority of withheld votes. In an uncontested election, any nominee for director who receives a greater number of votes withheld from his or her election than votes for such election is required, within ten business days, to tender his or her resignation. Our Nominating and Corporate Governance Committee is required to make a recommendation to the Board with respect to the resignation. The Board is required to take action with respect to this recommendation and to disclose its decision and, if applicable, the Board's reasons for rejecting the tendered resignation. The policy is described more fully below under the caption "Corporate Governance Matters Policy on Majority Voting."

A majority of all of the votes cast at the annual meeting at which a quorum is present is required for each of the approval of our Second Amended and Restated 2005 Stock Option and Incentive Plan and the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010.

In respect of Proposal 1 and Proposal 3, we will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence or absence of a quorum. Abstentions in respect of such Proposals do not constitute a vote "for," "withheld" or "against" and will not be counted as "votes cast." Therefore, abstentions will have no effect on either Proposal 1 or Proposal 3. Broker non-votes with respect to Proposal 1 will be counted as present for quorum purposes, but will have no effect on Proposal 1. There will be no broker non-votes with respect to Proposal 3. Proposal 3 is a routine matter on which brokers are permitted to vote without instructions from the beneficial owner.

Proposal 2, the proposal to approve the Second Amended and Restated 2005 Stock Option and Incentive Plan, is required to be approved by stockholders under the rules of the New York Stock Exchange. Two separate thresholds must be met for this proposal to be approved: (1) votes for the proposal must be at least a majority of all of the votes cast on the proposal (including votes for and against and abstentions); and (2) the total number of votes cast on the proposal (regardless of whether they are for or against or abstentions) must represent more than 50% of all of the shares entitled to vote on the proposal. For these purposes, abstentions in respect of Proposal 2 will be treated as votes cast and broker non-votes will not be treated as votes cast.

**Can I change my vote after I submit my proxy card?**

If you cast a vote by proxy, you may revoke it at any time before it is voted by:

filing a written notice revoking the proxy with our Secretary at our address;

Table of Contents

properly signing and forwarding to us a proxy with a later date; or

appearing in person and voting by ballot at the annual meeting.

If you attend the annual meeting, you may vote in person whether or not you previously have given a proxy, but your presence (without further action) at the annual meeting will not constitute revocation of a previously given proxy. Unless you have received a legal proxy to vote the shares, if you hold your shares through a bank, broker or other nominee, that is, in "street name," only that bank, broker or other nominee can revoke your proxy on your behalf.

You may revoke a proxy for shares held by a bank, broker or other nominee by submitting new voting instructions to the bank, broker or other nominee or, if you have obtained a legal proxy from the bank, broker or other nominee giving you the right to vote the shares at the annual meeting, by attending the annual meeting and voting in person.

**How do I vote?**

*Voting in Person at the Annual Meeting.* If you hold your shares in your own name as a holder of record with our transfer agent, The Bank of New York Mellon Corporation, and attend the annual meeting, you may vote in person at the annual meeting. If your shares are held by a bank, broker or other nominee, that is, in "street name," and you wish to vote in person at the annual meeting, you will need to obtain a "legal proxy" from the bank, broker or other nominee that holds your shares of record.

*Voting by Proxy.* You should submit your proxy or voting instructions as soon as possible.

**If you received a paper copy of this Proxy Statement.** You can vote by valid proxy received by telephone, electronically via the Internet or by mail. The deadline for voting by telephone or electronically via the Internet is 11:59 p.m., Eastern Daylight Time, on June 14, 2010. If voting by mail, you must:

indicate your instructions on the proxy;

date and sign the proxy;

promptly mail the proxy in the enclosed envelope; and

allow sufficient time for the proxy to be received before the date of the annual meeting.

If your shares are held in "street name" such as in a stock brokerage account, by a bank or other nominee, please follow the instructions you received from your broker or with respect to the voting of your shares.

**If you received a Notice of Internet Availability of Proxy Statement.** Please submit your proxy electronically via the Internet using the instructions included in the Notice. The deadline for voting electronically via the Internet is 11:59 p.m., Eastern Daylight Time, on June 14, 2010.

**If you received an e-mail copy of this Proxy Statement.** Please submit your proxy electronically via the Internet or telephonically using the instructions included on the Proxy Card. The deadline for voting electronically via the Internet or telephonically is 11:59 p.m., Eastern Daylight Time, on June 14, 2010.

If you have any questions regarding how to authorize your proxy by telephone or via the Internet, please call MacKenzie Partners, Inc., toll-free at (800) 322-2885 or collect at (212) 929-5500.

Edgar Filing: SL GREEN REALTY CORP - Form DEF 14A

*Even if you plan to attend the annual meeting, we recommend that you submit a proxy to vote your shares in advance so that your vote will be counted if you later are unable to attend the annual meeting.*

Table of Contents

**How is my vote counted?**

If you authorize your proxy to vote your shares electronically via the Internet or by telephone, or, if you received a proxy card by mail and you properly marked, signed, dated and returned it, the shares that the proxy represents will be voted in the manner specified on the proxy. If no specification is made, your shares will be voted "for" the election of the nominee for the Class I director named in this proxy statement, "for" approval of the Second Amended and Restated 2005 Stock Option and Incentive Plan and "for" ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010. It is not anticipated that any matters other than those set forth in this proxy statement will be presented at the annual meeting. If other matters are presented, proxies will be voted in accordance with the discretion of the proxy holders. In addition, since no stockholder proposals or nominations were received on a timely basis, no such matters will be brought to a vote at the annual meeting.

**How does the Board recommend that I vote on each of the proposals?**

The Board recommends that you vote:

**FOR Proposal 1:** the election of Edwin Thomas Burton, III to serve on our Board for a three-year term, and until his successor is duly elected and qualifies, as its Class I director;

**FOR Proposal 2:** the approval of our Second Amended and Restated 2005 Stock Option and Incentive Plan and

**FOR Proposal 3:** the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending on December 31, 2010.

**What other information should I review before voting?**

Our 2009 annual report, including financial statements for the fiscal year ended December 31, 2009, is being made available to you along with this proxy statement. You may obtain, free of charge, copies of our 2009 annual report and our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, which contains additional information about the Company, on our website at <http://www.slgreen.com> or by directing your request in writing to SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881, Attention: Investor Relations. The 2009 annual report and the Annual Report on Form 10-K, however, are not part of the proxy solicitation materials, and the information found on, or accessible through, our website is not incorporated into, and does not form a part of, this proxy statement or any other report or document we file with or furnish to the SEC.

**Who is soliciting my proxy?**

**This solicitation of proxies is made by and on behalf of the Board.** We will pay the cost of the solicitation of proxies. We have retained MacKenzie Partners, Inc. at an aggregate estimated cost of \$7,500, plus out-of-pocket expenses, to assist in the solicitation of proxies. In addition to the solicitation of proxies by mail, our directors, officers and employees may solicit proxies personally or by telephone.

**How do I change how I receive proxy materials in the future?**

Instead of receiving a Notice of Internet Availability of Proxy Materials in the mail for future meetings, stockholders may elect to receive links to proxy materials by e-mail or to receive a paper copy of the proxy materials and a paper proxy card by mail. If you elect to receive proxy materials by e-mail, you will not receive a Notice of Internet Availability of Proxy Materials in the mail. Instead, you will receive an e-mail with links to proxy materials and online voting. In addition, if you elect to receive a paper copy of the proxy materials, or if applicable rules or regulations require paper delivery of the proxy materials, you will not receive a Notice of Internet Availability of Proxy Materials in the mail. If





Table of Contents

you received a paper copy of the proxy materials or the Notice of Internet Availability of Proxy Materials in the mail, you can eliminate all such paper mailings in the future by electing to receive an e-mail that will provide Internet links to these documents. Opting to receive all future proxy materials online will save us the cost of producing and mailing such documents to you and help us conserve natural resources. You can change your election by directing your request in writing to SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881, Attention: Investor Relations, by sending a blank e-mail with the 12-digit control number on your Notice of Internet Availability to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com), via the internet at <http://www.proxyvote.com> or by telephone at (800) 579-7639. Your election will remain in effect until you change it.

**What should I do if I received more than one Notice of Internet Availability of Proxy Materials?**

There are circumstances under which you may receive more than one Notice of Internet Availability of Proxy Materials. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each such brokerage account. In addition, if you are a stockholder of record and your shares are registered in more than one name, you will receive more than one Notice of Internet Availability of Proxy Materials. Please authorize your proxy in accordance with the instructions of each Notice of Internet Availability of Proxy Materials separately, since each one represents different shares that you own.

**No person is authorized on our behalf to give any information or to make any representations with respect to the proposals other than the information and the representations contained in this proxy statement, and, if given or made, such information and/or representations must not be relied upon as having been authorized.**

Table of Contents**PROPOSAL 1: ELECTION OF DIRECTORS**

The Board of the Company currently consists of five members and is divided into three classes. Directors in each class serve for a term of three years or until their successors are duly elected and qualify. The term of directors of one class expires at each annual meeting of stockholders.

At the annual meeting, one director will be elected to serve until the 2013 annual meeting or until his successor is duly elected and qualifies. The Board, upon the recommendation of the Nominating and Corporate Governance Committee, has nominated Edwin Thomas Burton, III for election to serve as its Class I director. Mr. Burton currently is serving as a Class I director. Mr. Burton has consented to being named in this proxy statement and to serve as a director if elected. However, if Mr. Burton is unable to accept election, proxies voted in favor of Mr. Burton will be voted for the election of such other person as the Board nominates.

A plurality of all of the votes cast at the annual meeting at which a quorum is present in person or by proxy is required for the election of directors. In furtherance of our corporate governance goals, on February 19, 2010, we adopted a Policy on Majority Voting. The policy sets forth our procedures if a nominee is elected but receives a majority of withheld votes. In an uncontested election, any nominee for director who receives a greater number of votes withheld from his or her election than votes for such election is required, within ten business days, to tender his or her resignation. Our Nominating and Corporate Governance Committee is required to make a recommendation to the Board with respect to the resignation. The Board is required to take action with respect to this recommendation and to disclose its decision and, if applicable, the Board's reasons for rejecting the tendered resignation. The policy is described more fully below under the caption "Corporate Governance Matters Policy on Majority Voting."

We will treat abstentions and broker non-votes as shares that are present and entitled to vote for purposes of determining the presence or absence of a quorum. Abstentions and broker non-votes do not constitute a vote "for," "against" or "withheld" and will not be counted as "votes cast". Therefore, abstentions and broker non-votes will have no effect on this proposal, assuming a quorum is present.

**The Board unanimously recommends a vote "FOR" the election of Mr. Burton.**

**Information Regarding the Nominee and the Continuing Directors**

The following table and biographical descriptions set forth certain information with respect to the nominee for election as a Class I director at the 2010 annual meeting and the continuing Class II and Class III directors whose terms expire at the annual meetings of stockholders in 2011 and 2012, respectively, based upon information furnished by each director.

| Name  | Age | Director Since |
|---|-----|----------------|
| <b>Class I Nominee (term will expire in 2013)</b>                 |     |                |
| Edwin Thomas Burton, III  | 67  | 1997           |
| <b>Class II Continuing Directors (terms will expire in 2011)</b>  |     |                |
| Marc Holliday   | 43  | 2001           |
| John S. Levy  | 74  | 1997           |
| <b>Class III Continuing Directors (terms will expire in 2012)</b> |     |                |
| John H. Alschuler, Jr.  | 62  | 1997           |
| Stephen L. Green  | 72  | 1997           |

**Class I Nominee Term Will Expire in 2013**

**Edwin Thomas Burton, III** has served as one of our directors since 1997 and serves as Chairman of our Audit Committee and as a member of our Compensation and Nominating and Corporate

Table of Contents

Governance Committees. Mr. Burton is a Professor of Economics at the University of Virginia, and has held teaching positions at York College, Rice University and Cornell University, and has written and lectured extensively in the field of Economics. Mr. Burton also serves as a member of the Board of Trustees of the Virginia Retirement System for state and local employees of the Commonwealth of Virginia, and served as its Chairman from 1997 until March 2001. Mr. Burton also serves as a consultant to numerous companies on investment strategy and investment banking. From 1994 until 1995, Mr. Burton served as Senior Vice President, Managing Director and director of Interstate Johnson Lane, Incorporated, an investment banking firm, where he was in charge of Corporate Finance and Public Finance Divisions. From 1987 to 1994, Mr. Burton served as President of Rothschild Financial Services, Incorporated (a subsidiary of Rothschild, Inc. of North America), an investment banking company headquartered in New York City that is involved in proprietary trading, securities lending and other investment activities. Since 2004, Mr. Burton has served as a member of the Board of Directors of Chase Investors, a privately-held registered investment advisor. Mr. Burton also has served as a member of the Board of Directors of Capstar Hotel Company, a publicly-traded hotel company, Virginia National Bank, a publicly-traded commercial bank, and SNL Securities, a private securities data company. Mr. Burton received a B.A. degree in Economics from Rice University and a Ph.D. degree in Economics from Northwestern University. In addition to his experience in academia as a seasoned professor of economics, Mr. Burton's extensive skills and experience in corporate governance, financial, compensation and legal matters allow him to provide valuable financial expertise and insights into the Company's business. Mr. Burton has been designated by the Board as an Audit Committee Financial Expert. Mr. Burton is 67 years old.

**Class II Continuing Directors Terms Will Expire in 2011**

**Marc Holliday** has served as our Chief Executive Officer since January 2004 and as one of our directors since December 2001. He also serves as a member of our Executive Committee. Mr. Holliday stepped down as our President in April 2007, when Andrew Mathias, our current President, was promoted to that position. Mr. Holliday joined the Company as Chief Investment Officer in July 1998. Mr. Holliday also serves as a director of Gramercy Capital Corp., or Gramercy, and has served in such capacity since 2004. Mr. Holliday notified the Board of Directors of Gramercy that he would not stand for election as a director for a new term. However, Mr. Holliday has agreed with the Board of Directors of Gramercy that he would remain as a director for a unspecified period of time following Gramercy's 2010 annual meeting to allow Gramercy to search for and appoint a replacement director. In October 2008, Mr. Holliday stepped down from his positions of President and Chief Executive Officer of Gramercy, positions he had held since August 2004. Prior to joining the Company, Mr. Holliday was Managing Director and Head of Direct Originations for New York-based Capital Trust, a mezzanine finance company, where he was in charge of originating direct principal investments for the firm, consisting of mezzanine debt, preferred equity and first mortgages. From 1991 to 1997, Mr. Holliday served in various management positions, including Senior Vice President, at Capital Trust's predecessor, Victor Capital Group, a private real estate investment bank specializing in advisory services, investment management and debt and equity placements. Mr. Holliday received a B.S. degree in Business and Finance from Lehigh University in 1988 and an M.S. degree in Real Estate Development from Columbia University in 1990. Mr. Holliday's extensive experience and skills in real estate and finance, as well as his role as Chief Executive Officer of the Company, provide him with valuable knowledge of and expertise in our business and industry. Furthermore, Mr. Holliday's presence on the Board facilitates communication between the Board and the Company's senior management. Mr. Holliday is 43 years old.

**John S. Levy** has served as one of our directors since 1997 and serves as Chairman of our Nominating and Corporate Governance Committee and as a member of our Audit and Compensation Committees. Mr. Levy retired from Lehman Brothers Inc. in 1995. From 1983 until 1995, at Lehman Brothers (or its predecessors), he served as Managing Director and Chief Administrative Officer of the Financial Services Division, Senior Executive Vice President and Co-Director of the International

Table of Contents

Division and Managing Partner of the Equity Securities Division. Mr. Levy was associated with A.G. Becker Incorporated (or its predecessors) from 1960 until 1983, where he served as Managing Director of the Execution Services Division, Vice President-Manager of Institutional and Retail Sales, Manager of the Institutional Sales Division, Manager of the New York Retail Office and a Registered Representative. Mr. Levy received a B.A. degree from Dartmouth College. Having developed expertise in finance at Lehman Brothers, Mr. Levy's extensive skills, experience and sophistication in corporate governance, financial, compensation, legal and commercial matters allow him to provide valuable insights into the Company's business and finances. Mr. Levy is 74 years old.

**Class III Continuing Directors Terms Will Expire in 2012**

**John H. Alschuler, Jr.** has served as one of our directors since 1997 and serves as Chairman of our Compensation Committee, as a member of our Audit, Executive and Nominating and Corporate Governance Committees and as our Lead Independent Director. Since 2008, Mr. Alschuler has been the Chairman of HR&A Advisors Inc., an economic development, real-estate and public policy consulting organization. Mr. Alschuler also is an Adjunct Associate Professor at Columbia University, where he teaches real estate development at the Graduate School of Architecture, Planning & Preservation. Mr. Alschuler currently serves as Chair of the Board of Directors of Friends of the High Line Inc., a Section 501(c)(3) tax-exempt organization. Mr. Alschuler received a B.A. degree from Wesleyan University and an Ed.D. degree from the University of Massachusetts at Amherst. In connection with these achievements in academia and business, Mr. Alschuler's extensive knowledge of commercial real estate, New York City's economy, commercial and other markets in New York City and national and international markets for real estate, as well as his expertise in inter-governmental relations, allow him to assess the real estate market and the Company's business from a knowledgeable and informed perspective, from which he provides valuable insights into the Company's business. Mr. Alschuler is 62 years old.

**Stephen L. Green** has served as our Chairman and a member of the Board since 1997 and serves as the Chairman of our Executive Committee. Mr. Green serves as an executive officer, working in conjunction with our Chief Executive Officer, overseeing our long-term strategic direction. In January 2004, Mr. Green stepped down from his position as our Chief Executive Officer following the promotion of Mr. Holliday to that position. Mr. Green founded our predecessor, S.L. Green Properties, Inc., in 1980. Prior to our initial public offering in 1997, Mr. Green had been involved in the acquisition of over 50 Manhattan office buildings containing in excess of 4.0 million square feet. Mr. Green also served as Chairman of the Board of Gramercy from August 2004 through June 2009. Mr. Green is an at-large member of the Executive Committee of the Board of Governors of the Real Estate Board of New York and previously has served as Chairman of the Real Estate Board of New York's Tax Committee. Mr. Green also served as a member of the Board of Directors of Stemedica Cell Technologies, Inc. from August 2007 through April 2009. Mr. Green currently serves as a member of the Board of Directors of Streetsquash, Inc., a Section 501(c)(3) tax-exempt organization. Mr. Green also served as a member of the board of trustees of the NYU Langone Medical Center. Mr. Green received a B.A. degree from Hartwick College and a J.D. degree from Boston College Law School. In addition to his industry-wide reputation, Mr. Green's extensive skills and experience in real estate, including founding our predecessor, provide him with invaluable knowledge of and expertise in our business and industry. This experience, particularly his experience having led our predecessor and the Company, contributes depth and context to the Board's discussions of the Company's business. Mr. Green is 72 years old.

**Biographical Information Regarding Executive Officers Who Are Not Directors**

**Andrew Mathias** has served as our President since April 2007 and as our Chief Investment Officer since January 2004. Mr. Mathias is in charge of the firm's equity and structured finance investments, overseeing our acquisitions and dispositions and our joint venture program. Mr. Mathias joined the

Table of Contents

Company in March 1999 as Vice President and was promoted to Director of Investments in 2002, a position he held until his promotion to Chief Investment Officer. In October 2008, Mr. Mathias stepped down from his position as Chief Investment Officer of Gramercy, a position he had held since August 2004. Prior to joining the Company, Mr. Mathias worked at Capital Trust and its predecessor, Victor Capital Group. Mr. Mathias also worked on the high yield and restructuring desk at Bear Stearns and Co. Mr. Mathias received a B.S. degree in Economics from the Wharton School at the University of Pennsylvania. Mr. Mathias is 36 years old.

**Gregory F. Hughes** has served as our Chief Operating Officer since April 2007 and has served as our Chief Financial Officer since February 2004. Mr. Hughes also served as Chief Credit Officer of Gramercy from August 2004 to October 2008. Prior to joining the Company, from 2002 to 2003, Mr. Hughes was Managing Director and Chief Financial Officer of the real estate private equity group at JP Morgan Partners. From 1999 to 2002, Mr. Hughes was a partner and served as Chief Financial Officer of Fortress Investment Group LLC. Mr. Hughes also served as Chief Financial Officer of Wellsford Residential Property Trust and Wellsford Real Properties. From 1985 to 1992, Mr. Hughes worked at Kenneth Leventhal & Co., a public accounting firm specializing in real estate and financial services. Mr. Hughes received a B.S. degree in Accounting from the University of Maryland and is a Certified Public Accountant. Mr. Hughes is 47 years old.

**Andrew S. Levine** has served as our Chief Legal Officer since April 2007 and as our General Counsel, Executive Vice President and Secretary since November 2000. Prior to joining the Company, Mr. Levine was a partner in the REIT and Real Estate Transactions and Business groups at the law firm of Pryor, Cashman, Sherman & Flynn, LLP. Prior to joining Pryor, Cashman, Sherman & Flynn, LLP, Mr. Levine was a partner at the law firm of Dreyer & Traub. Mr. Levine received a B.A. degree from the University of Vermont and a J.D. degree from Rutgers School of Law, where Mr. Levine was an Editor of the Law Review. Mr. Levine is 51 years old.

**The Board and its Committees**

The Board held eight meetings during fiscal year 2009. Each of the directors attended all of the Board meetings held during fiscal year 2009 and Messrs. Holliday and Green attended our 2009 annual meeting.

The Board has four standing committees: an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee and an Executive Committee. The current charters for each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are available on our corporate website at [www.slgreen.com](http://www.slgreen.com) under the "Investors Corporate Governance" section. Further, we will provide a copy of these charters without charge to each stockholder upon written request. Requests for copies should be addressed to Andrew S. Levine, Secretary, at SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881. From time to time, the Board also may create additional committees for such purposes as the Board may determine.

**Audit Committee.** Our Audit Committee consists of John H. Alschuler, Jr., Edwin Thomas Burton, III (Chairman) and John S. Levy, each of whom is "independent" within the meaning of the rules of the NYSE and the SEC and each of whom meets the financial literacy standard required by the rules of the NYSE. The Board has determined that Mr. Burton is an "audit committee financial expert" as defined in the rules promulgated by the SEC under the Sarbanes-Oxley Act of 2002, as amended. Our Audit Committee's primary purpose is to select and appoint our independent registered public accounting firm and to assist the Board in its oversight of the integrity of the Company's financial statements; the Company's compliance with legal and regulatory requirements; the qualifications and independence of the registered public accounting firm employed by the Company for the audit of the Company's financial statements; the performance of the people responsible for the Company's internal audit function; and the performance of the Company's independent registered

Table of Contents

public accounting firm. Our Audit Committee also prepares the report that the rules of the SEC require be included in this proxy statement and provides an open avenue of communication among the Company's independent registered public accounting firm, its internal auditors, its management and the Board. Our management is responsible for the preparation, presentation and integrity of our financial statements and for the effectiveness of internal control over financial reporting. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. Our independent registered public accounting firm is responsible for planning and carrying out a proper audit of our annual financial statements, reviewing our quarterly financial statements prior to the filing of each Quarterly Report on Form 10-Q and annually auditing the effectiveness of our internal control over financial reporting and other procedures. Our Audit Committee held ten meetings during fiscal year 2009. Each of the committee members attended all of the meetings of our Audit Committee held during fiscal year 2009. Additional information regarding the functions performed by our Audit Committee is set forth in the "Audit Committee Report" included in this annual proxy statement.

**Compensation Committee.** Our Compensation Committee consists of John H. Alschuler, Jr. (Chairman), Edwin Thomas Burton, III and John S. Levy, each of whom is "independent" within the meaning of the rules of the NYSE. Each member of our Compensation Committee also is a "non-employee director," as defined in Section 16 of the Securities Exchange Act of 1934, as amended. Our Compensation Committee's primary purposes are to determine how the Company's Chief Executive Officer should be compensated; to administer the Company's employee benefit plans and executive compensation programs; to set policies and review management decisions regarding compensation of the Company's senior executives other than its Chief Executive Officer; and to produce the report on executive compensation required to be included in this proxy statement. With respect to the compensation of our executive officers, our Compensation Committee solicits recommendations from our Chief Executive Officer regarding total compensation for all executive officers other than the Chief Executive Officer and reviews his recommendations in terms of total compensation and the allocation of such compensation among base salary, annual bonus amounts and other long-term incentive compensation as well as the allocation of such items among cash and equity compensation. Our Compensation Committee has retained Gressle & McGinley LLC as its independent outside compensation consulting firm and has engaged Gressle & McGinley to provide the Compensation Committee with relevant data concerning the marketplace, our peer group and its own independent analysis and recommendation concerning executive compensation. Gressle & McGinley regularly participates in Compensation Committee meetings. See "Executive Compensation Compensation Discussion and Analysis." Our Compensation Committee held two meetings during fiscal year 2009. Each of the committee members attended both of the Compensation Committee meetings held during fiscal year 2009.

**Nominating and Corporate Governance Committee.** Our Nominating and Corporate Governance Committee consists of John H. Alschuler, Jr., Edwin Thomas Burton, III and John S. Levy (Chairman), each of whom is "independent" within the meaning of the rules of the NYSE. Our Nominating and Corporate Governance Committee's primary purposes are to identify individuals qualified to fill vacancies or newly-created positions on the Board; to recommend to the Board the persons it should nominate for election as directors at annual meetings of the Company's stockholders; to recommend directors to serve on all committees of the Board; and to develop and recommend to the Board corporate governance guidelines applicable to the Company. During fiscal year 2009, our Nominating and Corporate Governance Committee nominated two Class III directors who were elected at our 2009 annual meeting of stockholders and held two meetings during such fiscal year. Each of the committee members attended both of the Nominating and Corporate Governance Committee meetings held during fiscal year 2009.

Table of Contents

**Executive Committee.** Subject to the supervision and oversight of the Board, our Executive Committee, which consists of Stephen L. Green (Chairman), Marc Holliday and John H. Alschuler, Jr., is responsible for, among other things, the approval of the acquisition, disposition and financing of investments by us; the authorization of the execution of certain contracts and agreements, including those relating to the borrowing of money by us; and the exercise, in general, of all other powers of the Board, except for such powers that require action by all directors or the independent directors under our articles of incorporation or bylaws or under applicable law. Our Executive Committee conducted all of its business during fiscal year 2009 by written consent, and held no meetings during such time.

**Special Committee Gramercy Internalization.** In 2008, our board formed a special committee, consisting of John H. Alschuler, Jr. (Chairman), Edwin Thomas Burton, III and John S. Levy, with regard to the internalization by Gramercy of its management functions and related actions. Our Special Committee continued service in 2009 through the completion of the internalization in April 2009. Our Special Committee held three meetings during fiscal year 2009. Each of the committee members attended all of the Special Committee meetings held during fiscal year 2009.

**Director Compensation**

Directors of the Company who are also employees receive no additional compensation for their services as directors. The following table\* sets forth information regarding the compensation paid to our non-employee directors during the fiscal year ended December 31, 2009.

| Name                   | Fees Earned or  |                 |                  |                           | Total      |
|------------------------|-----------------|-----------------|------------------|---------------------------|------------|
|                        | Paid in Cash(1) | Stock Awards(2) | Option Awards(3) | All Other Compensation(4) |            |
|                        | (\$)            | (\$)            | (\$)             | (\$)                      | (\$)       |
| Edwin T. Burton, III   | \$ 109,500      | \$ 100,012      | \$ 45,371        | \$ 11,990                 | \$ 266,873 |
| John H. Alschuler, Jr. | \$ 125,000      | \$ 100,012      | \$ 45,371        | \$ 7,100                  | \$ 277,483 |
| John S. Levy           | \$ 104,500      | \$ 100,012      | \$ 45,371        | \$ 11,610                 | \$ 261,493 |

\*

The columns for "Non-Equity Incentive Plan Compensation" and "Change in Pension Value and Nonqualified Deferred Compensation Earnings" have been omitted because they are not applicable.

(1)

Each of Mr. Burton and Mr. Levy deferred all of their 2009 cash compensation and Mr. Alschuler deferred \$25,000 of his 2009 cash compensation pursuant to our Independent Directors' Deferral Program. Deferred compensation included annual fees, chairman fees and board and committee meeting fees and is credited in the form of phantom or restricted stock units. Mr. Burton received 5,225 units, Mr. Alschuler received 849 units and Mr. Levy received 4,973 units in connection with 2009 cash compensation they elected to defer.

(2)

Amounts shown reflect the full grant date fair value on the date of grant of shares of restricted stock or restricted stock units granted to the directors in 2009, excluding stock units credited in lieu of retainer and meeting fees. The assumptions used to calculate the value of stock awards are set forth under Note 2 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the SEC on February 16, 2010. At December 31, 2009, the aggregate number of stock awards, including phantom stock units, outstanding was as follows: Mr. Burton 33,542; Mr. Alschuler 12,028; and Mr. Levy 39,703.

(3)

Amounts shown reflect the full grant date fair value of option awards granted to the directors in 2009. The assumptions used to calculate the value of stock awards are set forth under Note 2 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the SEC on February 16, 2010. At December 31, 2009, the aggregate number of option awards outstanding was as follows: Mr. Burton 18,000; Mr. Alschuler 36,000; and Mr. Levy 60,000.

(4)

Represents the value of dividends paid in 2009 on the phantom stock units held by each non-employee director.

During the fiscal year ended December 31, 2009, each non-employee director received an annual fee of \$50,000. Each non-employee director also received \$1,500 for each meeting of the Board or a committee of the Board that he attended. The annual fee payable to our non-employee directors is payable quarterly, half in restricted stock and half in cash, unless a non-employee director elects to have the director fee paid 100% in stock or elects to defer all or part of the annual fee pursuant to our Independent Directors' Deferral Program as described below. The meeting fees are paid in cash unless





Table of Contents

a non-employee director elects to defer all or part of the meeting fees pursuant to our Independent Directors' Deferral Program. One of our non-employee directors who resides outside of New York is reimbursed for expenses of attending Board and committee meetings.

The Chairman of our Audit Committee, the Chairman of our Compensation Committee, and the Chairman of our Nominating and Corporate Governance Committee received additional annual fees of \$10,000, \$7,500 and \$5,000, respectively, which are payable in cash unless such Chairman elects to defer all or part of such fee pursuant to our Independent Directors' Deferral Program. In addition, each member of our Audit Committee was entitled to receive a fee of \$4,000 per meeting for any special meetings of the Audit Committee held independently of Board meetings. There were no special meetings of the Audit Committee held in 2009. The special meeting fees are paid in cash unless a director elects to defer all or part of the meeting fees pursuant to our Independent Directors' Deferral Program. Under our Amended and Restated 2005 Stock Option and Incentive Plan, each non-employee director is entitled to an annual grant of options to purchase 6,000 shares of our common stock, which are priced at the close of business on the first business day in the year of grant, all of which vest on the date of grant. In 2009, each non-employee director received a grant of 4,023 shares of restricted stock pursuant to our Amended and Restated 2005 Stock Option and Incentive Plan. In 2010, each non-employee director received a grant of 2,043 shares of restricted stock, which, at the closing price of our common stock on the grant date of January 4, 2010, had an approximate fair market value of \$100,000. One third of the shares from each such restricted stock grant vest on each of the first three anniversaries of the grant date, subject to the non-employee director remaining a member of the Board on the vesting date. A non-employee director may elect to defer all or part of the annual stock grant pursuant to our Independent Directors' Deferral Program.

In 2009, each non-employee director who served on the Special Committee received a one-time fee of \$15,000 in connection with the completion of the internalization by Gramercy of its management functions in April 2009. Additionally, in 2009, the Chairman of this Special Committee received an additional fee of \$15,000, and each member of the committee was entitled to a fee of \$1,500 per meeting. All fees in connection with this Special Committee were paid in cash unless a director elected to defer all or part of the meeting fees pursuant to our Independent Directors' Deferral Program. Upon completion of the internalization by Gramercy of its management functions in April 2009, the Special Committee was dissolved.

Effective January 1, 2010, John H. Alschuler, Jr. was elected Lead Independent Director, as described on page 28 under "Board Leadership Structure." In connection with Mr. Alschuler's appointment as Lead Independent Director, Mr. Alschuler will be entitled to receive an additional annual retainer of \$85,000 payable quarterly, half in cash and half in restricted stock, unless Mr. Alschuler elects to defer all or part of the additional annual retainer pursuant to our Independent Directors' Deferral Program.

Under our Independent Directors' Deferral Program, our non-employee directors may elect to defer up to 100% of their annual fee, chairman fees, meeting fees and annual stock grant. Unless otherwise elected by a participant, fees deferred under the program will be credited in the form of phantom stock units. The phantom stock units are convertible into an equal number of shares of our common stock upon such director's termination of service from the Board or a change in control of the Company, as defined by the program. Phantom stock units are credited quarterly to each non-employee director using the closing price of our common stock on the first trading day of the respective quarter. In lieu of paying cash dividends on phantom stock units held by participating non-employee directors, each such director's account is credited for an amount of phantom stock units with a value equal to the dividend otherwise payable in respect of each quarter. The grant relating to any portion of director compensation that currently is paid in stock is made under our Amended and Restated 2005 Stock Option and Incentive Plan and will be made under our Second Amended and Restated 2005 Stock Option and Incentive Plan, if approved by our stockholders.

Table of Contents**PROPOSAL 2: APPROVAL OF OUR SECOND AMENDED AND RESTATED 2005 STOCK OPTION AND INCENTIVE PLAN**

At our annual meeting, the stockholders are being asked to vote on a proposal to approve the adoption of our Second Amended and Restated 2005 Stock Option and Incentive Plan (the "Amended 2005 Plan"), which was previously approved by our Compensation Committee on April 2, 2010 and by our Board of Directors on April 27, 2010.

As of the record date for the annual meeting, April 5, 2010, there were 77,927,257 shares of common stock outstanding and 1,408,104 operating partnership units outstanding. As of April 26, 2010, there were 58,931 fungible units available under our Amended and Restated 2005 Stock Option and Incentive Plan (the "Fungible Units"). The Fungible Units represent the baseline for the number of shares of common stock available for issuance under our Amended and Restated 2005 Stock Option and Incentive Plan from which, as described in more detail below, different types of awards are counted differently against the Fungible Unit limit. Based on current Fungible Unit conversion ratios, the 58,931 Fungible Units available for issuance under our Amended and Restated 2005 Stock Option and Incentive Plan equate to 19,643 full-value awards available for future issuance.

As of April 26, 2010, the number of securities to be issued upon the exercise of outstanding options, warrants and rights is equal to 1,275,447, the weighted average exercise price of outstanding options, warrants and rights was equal to \$57.92, and the weighted average term is 5.31 years. In addition, an aggregate of 1,339,469 shares of common stock were subject to unvested full-value awards as of April 26, 2010, which includes all outstanding deferred units and outstanding awards under all of our previous and current multi-year performance plans, including all remaining unvested awards under the 2005 Outperformance Plan and 744,128 shares issued under the 2010 Notional Unit Plan, as described below.

The following table sets forth information regarding historical awards granted and earned for the 2007 through 2009 period, and the corresponding burn rate, which is defined as the number of shares subject to stock awards granted (or, for awards subject to performance based vesting, earned) in a fiscal year divided by the weighted average common shares outstanding for that fiscal year, for each of the last three fiscal years:

|   | Fiscal 2009    | Fiscal 2008    | Fiscal 2007      |
|---|----------------|----------------|------------------|
| Stock Options Granted   | 443,850        | 446,500        | 531,000          |
| Time-based full-value shares and units granted  | 211,342        | 128,956        | 226,019          |
| Performance-based full-value shares and units earned during the year                      | 61,581         | 75,250         | 231,012          |
| Total time-based full-value awards granted and performance-based full-value awards earned | 272,923        | 204,206        | 457,031          |
| Adjusted Full-Value Awards Granted/Earned(1)  | 409,385        | 306,309        | 685,547          |
| <b>Total Awards Granted/Earned(2)</b>   | <b>853,235</b> | <b>752,809</b> | <b>1,216,547</b> |
| Weighted average common shares outstanding during the fiscal year                         | 69,735,000     | 57,996,000     | 58,742,000       |
| <b>Annual Burn Rate</b>   | <b>1.22%</b>   | <b>1.30%</b>   | <b>2.07%</b>     |
| <b>3-Year Average Burn Rate(3)</b>  |                |                | <b>1.53%</b>     |

(1) In accordance with corporate governance policy updates published by RiskMetrics Group, a shareholder advocacy group, Adjusted Full-Value Awards Granted/Earned represents the sum of time-based full-value awards granted during the year and performance-based full-value awards earned during the year, subject to a multiplier determined by RiskMetrics Group based on our recent historic stock price volatility. Based on the 200-trailing trading day volatility for our common stock as of March 1, 2010, RiskMetrics Group has determined that the Company's full-value award multiplier for purposes of the calculating 2007-2009 average burn rate is 1.5.

Table of Contents

- (2) Total Awards Granted/Earned represents the sum of Stock Options Granted and Adjusted Full-Value Awards Granted/Earned.
- (3) As illustrated in the table above, the Company's three-year average burn rate for the 2007-2009 period was 1.53%, which is below the RiskMetrics Group industry *de minimis* burn rate threshold of 2.0%.

The Amended 2005 Plan increases the reserved Fungible Units under the plan by 3,730,000 Fungible Units and makes certain other changes, described below, to our Amended and Restated 2005 Stock Option and Incentive Plan. By increasing the reserved Fungible Units, we will be able to continue to use equity awards to attract, retain and motivate employees. We believe that having an equity plan in place with a sufficient number of shares is critical to our ability to attract, retain and motivate employees in a highly competitive marketplace and ensure that our executive compensation is structured in a manner that aligns the executives' interests with our success. Accordingly, we are seeking stockholder approval of the Amended 2005 Plan.

**The Board unanimously recommends a vote "FOR" the approval of our Second Amended and Restated 2005 Stock Option and Incentive Plan.**

**Summary of Material Amendments**

The following is a brief summary of the material amendments that are included in the Amended 2005 Plan:

The maximum number of Fungible Units available under the Amended 2005 Plan will be increased by 3,730,000 Fungible Units from 7,000,000 Fungible Units to 10,730,000 Fungible Units. If the stockholders approve the proposal, a total of 3,788,931 Fungible Units will remain available for new awards (comprised of the 58,931 Fungible Units currently available for awards, plus the additional 3,730,000 Fungible Units added by the proposed amendment). If the Amended 2005 Plan is approved by stockholders, the additional 3,730,000 Fungible Units will represent 2,260,606 shares of common stock that could be granted pursuant to full-value awards based on the 1.65 to 1 Fungible Unit-to-full value award conversion ratio in the Amended 2005 Plan. Based solely on the closing price of our common stock as reported on the NYSE on April 26, 2010, the maximum aggregate market value of those 2,260,606 shares of common stock is \$145,424,784.

The ratios governing the number of Fungible Units used by the different types of awards that may be granted under the Amended 2005 Plan will be changed for awards granted after the date the Amended 2005 Plan is approved. Under the Amended 2005 Plan, an award that delivers the full-value of the underlying shares ("Full-Value Award") granted after the effective date of the Amended 2005 Plan will be counted as 1.65 Fungible Units per share, as opposed to (i) 2.0 Fungible Units per share for such awards that vested or were granted based on the achievement of certain performance goals prior to the effective date of the Amended 2005 Plan or (ii) 3.0 Fungible Units per share for all other such awards granted prior to the effective date of the Amended 2005 Plan. Additionally, stock options, stock appreciation rights and other awards granted after the effective date of the Amended 2005 Plan that do not deliver the full-value of the underlying shares and that expire five years from the date of grant will be counted as 0.79 Fungible Units per share, as opposed to 0.70 Fungible Units per share for such awards granted prior to the effective date of the Amended 2005 Plan.

Under the Amended 2005 Plan, the annual limitation contained in the plan on the number of shares of our common stock that could be subject to awards granted during any year, which is based on a percentage of our total outstanding shares of common stock, will no longer apply.

Under the Amended 2005 Plan, the limit on the number of shares of common stock that may be subject to awards that are intended to qualify as "performance-based compensation" under Section 162(m) of the Code and the regulations promulgated thereunder granted to any one

Table of Contents

person in any one year will be changed from 700,000 Fungible Units in the proportions described above to 700,000 shares regardless of the type of award.

The Amended 2005 Plan will prohibit us from paying cash dividends or dividend equivalents on awards granted under the plan that are subject to performance goals unless and until such goals have been attained. However, dividends will continue to accrue on such awards.

The Amended 2005 Plan will prohibit us from repricing stock options or stock appreciation rights without obtaining stockholder approval, including a repricing by way of the exchange of stock options or stock appreciation rights for cash or other awards.

The term of the Amended 2005 Plan will be extended from its current expiration date until June 15, 2020, which is ten years from the date of the annual meeting.

In the event that the Amended 2005 Plan is not approved by our stockholders, the 2010 Notional Unit Plan, as described below, will be implemented on a proportionally smaller basis.

**Summary of the Provisions of Our Second Amended and Restated 2005 Stock Option and Incentive Plan**

The following summary of our Second Amended and Restated 2005 Stock Option and Incentive Plan, or the Amended 2005 Plan, is qualified in its entirety by the specific language of the plan, a copy of which is attached hereto as Appendix A.

**Administration**

Our Compensation Committee has the authority to administer and interpret the Amended 2005 Plan, to authorize the granting of awards, to determine the eligibility of a person to receive an award, to determine the number of shares of common stock to be covered by each award, to determine the terms, provisions and conditions of each award, to prescribe the form of instruments evidencing awards and to take any other actions and make all other determinations that it deems necessary or appropriate. Our Compensation Committee may, among other things, establish performance goals that must be met in order for awards to be granted or to vest, or for the restrictions on any such awards to lapse. Nevertheless, grants to members of our Compensation Committee will be made and administered by our Board of Directors rather than our Compensation Committee. References below to our Compensation Committee include a reference to our Board of Directors for those awards with respect to which our Board of Directors is acting as administrator. Our Compensation Committee, in its discretion, may delegate to our Chief Executive Officer all or part of our Compensation Committee's authority and duties with respect to awards to be granted to our employees, subject to certain limitations and guidelines as provided by the Committee; however, our Compensation Committee may not delegate its authority and duties with respect to awards that have been, or will be, granted to certain of our officers.

**Available Shares**

Subject to adjustments upon certain corporate transactions or events, awards with respect to up to a maximum of 10,730,000 Fungible Units (the "Fungible Pool Limit") may be granted under the Amended 2005 Plan, 3,788,931 of which will remain available for new awards. A Full-Value Award granted after the effective date of the Amended 2005 Plan will be counted as 1.65 Fungible Units per share subject to such award. A Full-Value Award granted prior to the effective date of the Amended 2005 Plan that vested or was granted based on the achievement of certain performance goals will be counted as 2.0 Fungible Units per share subject to such award and all other Full-Value Awards granted prior to the effective date of the Amended 2005 Plan will be counted as 3.0 Fungible Units per share. Stock options, stock appreciation rights and other awards granted after the effective date of the Amended 2005 Plan that do not deliver the full-value of the underlying shares and expire five years

Table of Contents

from the date of grant will be counted as 0.79 Fungible Units per share. Such awards granted prior to the effective date of the Amended 2005 Plan will be counted as 0.70 Fungible Units per share. All other awards will be counted as 1.0 Fungible Unit per share.

No award may be granted to any person who, assuming exercise of all options and payment of all awards held by such person, would own or be deemed to own more than 9.8% of the outstanding shares of our common stock. In addition, in any one year, no person may receive awards with respect to more than 700,000 shares of common stock, provided that this limit only applies to awards that are intended to qualify as "performance-based compensation" under Section 162(m) of the Code and the regulations promulgated thereunder.

If an option or other award granted under the Amended 2005 Plan expires or terminates, the common stock subject to any portion of the award that expires or terminates without having been exercised or paid, as the case may be, will again become available for the issuance of additional awards by adding back Fungible Units to the Amended 2005 Plan using the same ratio that was in effect when the original awards were granted. The following shares will not be added to the Fungible Units authorized for grant under the Amended 2005 Plan: (i) shares tendered or held back upon exercise of an option or settlement or vesting of an award to cover the exercise price or tax withholding, and (ii) shares subject to a stock appreciation right that are not issued in connection with the stock settlement of the stock appreciation right upon exercise thereof.

**Awards Under the Plan**

Our key employees, directors, officers, advisors, consultants or other personnel or other persons expected to provide significant services (of a type expressly approved by our Compensation Committee as covered services for these purposes) to us or our subsidiaries are eligible to be granted Options, Restricted Stock, Phantom Shares, Dividend Equivalent Rights and other equity-based awards under the Amended 2005 Plan. Eligibility for awards under the Amended 2005 Plan generally is determined by our Compensation Committee. As of April 26, 2010, approximately 239 individuals are eligible to participate in the Amended 2005 Plan.

*Stock Options and Stock Appreciation Rights.* The terms of specific options, including whether options shall constitute "incentive stock options" for purposes of Section 422(b) of the Internal Revenue Code, will be determined by our Compensation Committee of our Board of Directors. The exercise price of an option will be determined by our Compensation Committee and reflected in the applicable award agreement. The exercise price may not be lower than 100% (110% in the case of an incentive stock option granted to a 10% stockholder, if permitted under the Amended 2005 Plan) of the fair market value of our common stock on the date of grant. Each option will be exercisable after the period or periods specified in the award agreement, which will not exceed ten years from the date of grant. Options will be exercisable at such times and subject to such terms as determined by our Compensation Committee. Our Compensation Committee may also grant stock appreciation rights, which are options that permit the recipient to exercise the option without the payment of the exercise price and to receive shares of common stock with a fair market value equal to the excess of the fair market value of the shares with respect to which the option is being exercised over the exercise price of the option with respect to those shares. Any stock appreciation rights granted are subject to the same limitations as other options, including a maximum term of 10 years and an exercise price no lower than 100% of the fair market value of our common stock on the date of grant.

*Restricted Stock.* A restricted stock award is an award of shares of common stock that is subject to restrictions on transferability and such other restrictions, if any, as our Board of Directors or Compensation Committee may impose at the date of grant. Grants of restricted stock may be subject to vesting schedules as determined by our Compensation Committee. The restrictions may lapse separately or in combination at such times, under such circumstances, including, without limitation, (i) a specified period of employment or the satisfaction of one or a combination of the performance goals set forth in

Table of Contents

Exhibit B of the Amended 2005 Plan (which is attached hereto as Appendix B), or (ii) based on other goals established by our Compensation Committee. Unless otherwise provided in the applicable award agreement, upon a termination of employment or other service for cause or by the grantee for any reason, all shares of restricted stock still subject to restrictions will be forfeited. In addition, unless otherwise provided in an applicable award agreement, a participant granted restricted stock will have all the rights of a stockholder of our company, including the right to vote the shares and the right to receive any cash dividends currently. Dividends paid on all restricted stock will be at the same rate and on the same date as on shares of our common stock; provided that award recipients will be required to repay any cash dividends received on awards that are subject to performance-based vesting conditions unless and until such conditions have been met. Holders of restricted stock are prohibited from selling such shares until they vest.

*Phantom Shares.* Phantom shares will vest as provided in the applicable award agreement. A phantom share represents a right to receive the fair market value of a share of our common stock, or, if provided by our Compensation Committee, the right to receive the fair market value of a share of our common stock in excess of a base value established by our Compensation Committee at the time of grant. Phantom shares generally may be settled in cash or by transfer of shares of common stock (as may be elected by the participant or our Compensation Committee, as may be provided by our Compensation Committee at grant). Unless otherwise provided in the applicable award agreement, subject to elections by the grantee in accordance with the plan, the settlement date with respect to a phantom share is the first day of the month to follow the date on which the phantom share vests. Our Compensation Committee, under certain circumstances, may permit a participant to receive as settlement of the phantom shares installments over a period not to exceed ten years. In addition, our Compensation Committee may establish a program under which distributions with respect to phantom shares may be deferred for additional periods as set forth in the preceding sentence.

*Dividend Equivalents.* A dividend equivalent is a right to receive (or have credited) the equivalent value (in cash or shares of common stock) of cash distributions made on shares of common stock otherwise subject to an award (e.g., an award of phantom shares); provided, however, that a dividend equivalent right may not be granted in connection with an award of options or stock appreciation rights. Our Compensation Committee may provide that amounts payable in the ordinary course with respect to dividend equivalents will be converted into cash or additional shares of common stock. Our Compensation Committee will establish all other limitations and conditions of awards of dividend equivalents as it deems appropriate. A dividend equivalent granted with respect to an award subject to performance-based vesting conditions may not be payable unless and until such conditions have been met.

*Other Stock-Based Awards.* The Amended 2005 Plan will authorize the granting of (i) other awards based upon the common stock, including shares based upon certain conditions, convertible preferred shares, convertible debentures and other exchangeable or redeemable securities or equity interests, and stock appreciation rights, (ii) limited-partnership or any other membership or ownership interests (which may be expressed as units or otherwise) in a subsidiary or operating or other partnership (or other affiliate of the company), with any shares being issued in connection with the conversion of (or other distribution on account of) such interest being subject to the Fungible Pool Limit and the other provisions of the Amended 2005 Plan, and (iii) awards valued by reference to book value, fair value or performance parameters relative to the company or any subsidiary or group of subsidiaries. Any awards subject to performance-based vesting conditions will not give the participant any right to receive cash dividends or dividend equivalent rights unless and until such conditions have been met.

Table of Contents

**Adjustments in General; Certain Change in Control Provisions**

In the event of certain corporate reorganizations or other events, our Compensation Committee generally may make certain adjustments in its discretion to the manner in which the Amended 2005 Plan operates (including, for example, to the number of Fungible Units and shares of common stock available under the Amended 2005 Plan), and may otherwise take actions which, in its judgment, are necessary to preserve the rights of plan participants. Upon a change in control (as defined in the plan), our Compensation Committee generally may make such adjustments as it, in its discretion, determines are necessary or appropriate in light of the change in control, if our Compensation Committee determines that the adjustments do not have an adverse economic impact on the participants, and certain other special provisions may apply.

**Tax Withholding**

Participants under the Amended 2005 Plan are responsible for the payment of any federal, state or local taxes, including those that we are required by law to withhold upon any option exercise or vesting of other awards. Subject to approval by the Compensation Committee, participants may elect to have the minimum tax withholding obligations satisfied either by authorizing the Company to withhold shares of common stock to be issued pursuant to an option exercise or other award, or by transferring to the Company shares of common stock having a value up to the amount of such taxes. Alternatively, the Compensation Committee may provide in an award agreement that a participant is required to satisfy the minimum tax withholding obligation by having shares of common stock withheld by the Company from the shares of common stock otherwise to be received, or require a participant to do so, subject to the participant's ability to elect to satisfy such liability in cash.

**Amendment and Termination**

We may grant awards under the Amended 2005 Plan until June 15, 2020, the 10th anniversary of the approval of the Amended 2005 Plan at the annual meeting. Our Board of Directors generally may amend our plan as it deems advisable, except that the Amended 2005 Plan may not be amended without stockholder approval if the absence of such approval would cause the Amended 2005 Plan to fail to comply with any applicable legal requirement or applicable stock exchange or similar rule and no amendment may adversely affect a participant with respect to an award previously granted unless such amendment is required in order to comply with applicable laws.

**Repricing**

Except in certain circumstances regarding corporate transactions, without prior stockholder approval, neither the Board of Directors nor the Compensation Committee may reduce the option price of outstanding options or stock appreciation rights or cancel, exchange, substitute, buyout or surrender outstanding options or stock appreciation rights in exchange for cash, other awards or options or stock appreciation rights with an exercise price that is less than the exercise price of the original options or stock appreciation rights.

**Material U.S. Federal Income Tax Consequences**

***Incentive Stock Options***

In general, neither the grant nor the exercise of an incentive stock option will result in taxable income to an option holder or a deduction for us. To receive special tax treatment as an incentive stock option under the Internal Revenue Code as to shares acquired upon exercise of an incentive stock option, an option holder must not dispose of the shares either within two years after the incentive stock option is granted or within one year after the transfer of the shares to the option holder pursuant to exercise of the option. In addition, the option holder must be an employee of ours or of a qualified

Table of Contents

subsidiary at all times between the date of grant and the date three months (one year in the case of disability) before exercise of the option. (Special rules apply in the case of the death of the option holder.) Incentive stock option treatment under the Internal Revenue Code generally allows any gain resulting from the sale of common stock received upon the exercise of an incentive stock option to be treated as a capital gain to the option holder, but we will not be entitled to a tax deduction. The exercise of an incentive stock option (if the holding period rules described in this paragraph are satisfied), however, will give rise to income includable by the option holder in his or her alternative minimum taxable income for purposes of the alternative minimum tax in an amount equal to the excess of the fair market value of the stock acquired on the date of the exercise of the option over the exercise price.

If the holding period rules noted above are not satisfied, certain gain recognized on the disposition of the shares acquired upon the exercise of an incentive stock option will be characterized as ordinary income. This gain will be equal to the difference between the exercise price and the fair market value of the shares at the time of exercise. (Special rules may apply to disqualifying dispositions where the amount realized is less than the value at exercise.) We generally will be entitled to a deduction for federal income tax purposes equal to the amount of such gain included by an option holder as ordinary income. Any excess of the amount realized upon such disposition over the fair market value at exercise generally will be long-term or short-term capital gain depending on the holding period involved. Notwithstanding the foregoing, if exercise of the option is permitted other than by cash payment of the exercise price, various special tax rules may apply.

***Non-Qualified Stock Options***

No income will be recognized by an option holder at the time a non-qualified stock option is granted. Ordinary income generally will be recognized by an option holder, however, at the time a non-qualified stock option is exercised in an amount equal to the excess of the fair market value of the underlying common stock on the exercise date over the exercise price. We generally will be entitled to a deduction for federal income tax purposes in the same amount as the amount included in ordinary income by the option holder with respect to his or her non-qualified stock option. Gain or loss on a subsequent sale or other disposition of the shares acquired upon the exercise of a non-qualified stock option will be measured by the difference between the amount realized on the disposition and the tax basis of such shares, and generally will be long-term or short-term capital gain depending on the holding period involved. The tax basis of the shares acquired upon the exercise of any non-qualified stock option will be equal to the sum of the exercise price of the non-qualified stock option and the amount included in income with respect to the option. Notwithstanding the foregoing, in the event that exercise of the option is permitted other than by cash payment of the exercise price, various special tax rules may apply.

***Restricted Stock***

Unless a holder of restricted stock makes an "83(b) election" (as discussed below), there generally will be no tax consequences as a result of the grant of restricted stock until the restricted stock is no longer subject to a substantial risk of forfeiture or is transferable (free of the risk). Generally, when the restrictions are lifted, the holder will recognize ordinary income, and we will be entitled to a deduction for federal income tax purposes, equal to the difference between the fair market value of the stock at that time and the amount, if any, paid by the holder for the restricted stock. Subsequently realized changes in the value of the stock generally will be treated as long-term or short-term capital gain or loss, depending on the length of time the shares are held prior to their disposition. Unless an "83(b) election" is made (as discussed below), dividends on shares subject to restrictions generally will be considered compensation income. In general terms, if a holder makes an 83(b) election (under Section 83(b) of the Internal Revenue Code) upon the award of restricted stock, the holder will recognize ordinary income on the date of the award of restricted stock, and we will be entitled to a



Table of Contents

deduction, equal to (i) the fair market value of the restricted stock as though the stock were (A) not subject to a substantial risk of forfeiture or (B) transferable, minus (ii) the amount, if any, paid for the restricted stock. If an 83(b) election is made, generally there will be no tax consequences to the holder upon the lifting of restrictions, and all subsequent appreciation or depreciation in the restricted stock generally will be eligible for capital gains treatment.

***Phantom Shares***

The phantom shares have been designed with the intention that there will be no tax consequences as a result of the granting of a phantom share until payment is made to the participant with respect to the phantom share. When payment is made, the participant generally will recognize ordinary income, and we generally will be entitled to a deduction, equal to the fair market value of the common stock and/or cash, as applicable, received upon payment.

***Dividend Equivalents***

There generally will be no tax consequences as a result of the award of a dividend equivalent. When payment is made, the holder of the dividend equivalent generally will recognize ordinary income, and we generally will be entitled to a deduction, equal to the amount received in respect of the dividend equivalent.

***Securities Exchange Act of 1934, as amended***

Additional special tax rules may apply to those award holders who are subject to the rules set forth in Section 16 of the Securities Exchange Act of 1934, as amended.

**New Plan Benefits**

The grants set forth in the table below have been allocated to each of the following individuals with respect to the additional shares to be reserved for issuance under the Amended 2005 Plan. Except as set forth below, the number of shares that may be granted to our executive officers, non-employee directors and other employees is indeterminable at this time, as such grants are subject to the discretion of our Compensation Committee.

| <b>Name of Executive or Group</b>   | <b>Other Awards<br/>Under the Plan in Shares<br/>(Fungible Units)(1)</b> |           |
|---|--|-----------|
| Marc Holliday,<br>Chief Executive Officer                                 | 96,343   | (158,966) |
| Stephen L. Green,<br>Chairman of the Board                                | 42,498   | (70,122)  |
| Andrew Mathias,<br>President and Chief Investment Officer                 | 67,997   | (112,195) |
| Gregory F. Hughes,<br>Chief Operating Officer and Chief Financial Officer | 42,498   | (70,122)  |
| Andrew S. Levine,<br>Chief Legal Officer and General Counsel              | 18,146   | (29,941)  |
| All current executive officers as a group                                 | 267,782  | (441,345) |
| All current directors who are not executive officers, as a group          |  |           |
| All current employees who are not executive officers, as a group          | 151,084  | (249,289) |

(1) Represents LTIP Units to be granted under the 2010 Notional Unit Plan, subject to the terms thereof, upon approval of the Amended 2005 Plan.

Table of Contents

**PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board has appointed the accounting firm of Ernst & Young LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2010, subject to ratification by our stockholders. Stockholder ratification of the appointment of Ernst & Young LLP is not required by law, the New York Stock Exchange or the Company's organizational documents. However, as a matter of good corporate governance, the Board has elected to submit the appointment of Ernst & Young LLP to the stockholders for ratification at the 2010 annual meeting. If the stockholders fail to ratify the appointment of Ernst & Young LLP, the Audit Committee will reconsider the matter, taking into consideration the stockholder vote on the ratification and the advisability of appointing a new independent registered public accounting firm prior to the completion of the 2010 audit and may decide to retain Ernst & Young LLP notwithstanding the vote. Ernst & Young LLP has served as our independent registered public accounting firm since our formation in June 1997 and is considered by our management to be well-qualified. Ernst & Young LLP has advised us that neither it nor any member thereof has any financial interest, direct or indirect, in the Company or any of our subsidiaries in any capacity.

A representative of Ernst & Young LLP will be present at the annual meeting, will be given the opportunity to make a statement at the annual meeting if he or she so desires and will be available to respond to appropriate questions.

A majority of all of the votes cast at the annual meeting at which a quorum is present is required for the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010. We will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence or absence of a quorum. Abstentions do not constitute a vote "for," "against" or "withheld" and will not be counted as "votes cast". Therefore, abstentions will have no effect on this proposal, assuming a quorum is present.

**Fee Disclosure**

*Audit Fees*

Fees, including out-of-pocket expenses, for audit services totaled approximately \$2,665,626 in fiscal year 2009 and \$2,622,400 in fiscal year 2008. Audit fees include fees associated with our annual audit and the reviews of our quarterly reports on Form 10-Q. In addition, audit fees include Sarbanes-Oxley Section 404 planning and testing, fees for public filings in connection with various property acquisitions, joint venture audits, and services relating to public filings in connection with our preferred and common stock and debt offerings and certain other transactions. Our joint venture partners paid approximately half of the joint venture audit fees. Audit fees also include fees for accounting research and consultations.

*Audit-Related Fees*

Fees for audit-related services totaled approximately \$91,250 in 2009 and \$71,900 in 2008. The audit-related services principally include fees for operating expense audits. In addition, the audit-related services include fees for agreed-upon procedures projects and acquisition due diligence.

*Tax Fees*

No fees were incurred for tax services, including tax compliance, tax advice and tax planning in either 2009 or 2008.

Table of Contents

***All Other Fees***

No fees were incurred for all other services not included above in 2009 or in 2008.

Our Audit Committee considers whether the provision by Ernst & Young LLP of any services that would be required to be described under "All Other Fees" would be compatible with maintaining Ernst & Young LLP's independence from both management and the Company.

**Pre-Approval Policies and Procedures of our Audit Committee**

Our Audit Committee must pre-approve all audit services and permissible non-audit services provided by our independent registered public accounting firm, except for any *de minimis* non-audit services. Non-audit services are considered *de minimis* if: (1) the aggregate amount of all such non-audit services constitutes less than five percent of the total amount of revenues we paid to our independent registered public accounting firm during the fiscal year in which they are provided; (2) we did not recognize such services at the time of the engagement to be non-audit services; and (3) such services are promptly brought to our Audit Committee's or any of its members' attention and approved by our Audit Committee or any of its members who has authority to give such approval prior to the completion of the audit. None of the fees reflected above were approved by our Audit Committee pursuant to this *de minimis* exception. All services provided by Ernst & Young LLP in 2009 were pre-approved by our Audit Committee. Our Audit Committee may delegate to one or more of its members who is an independent director the authority to grant pre-approvals.

**The Board unanimously recommends a vote "FOR" the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm.**

Table of Contents

**AUDIT COMMITTEE REPORT**

The following report of the Audit Committee of the Board regarding the responsibilities and functions of our Audit Committee will not be deemed to be incorporated by reference in any previous or future documents filed by us with the SEC under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate this report by reference in any such document.

Our Audit Committee oversees our financial reporting process on behalf of the Board, in accordance with our Audit Committee Charter. Management has the primary responsibility for the preparation, presentation and integrity of our financial statements, accounting and financial reporting principles, internal controls, and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. In fulfilling its oversight responsibilities, our Audit Committee reviewed and discussed the audited financial statements in the Annual Report on Form 10-K for the year ended December 31, 2009 with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements.

Our Audit Committee reviewed and discussed with Ernst & Young LLP, our independent registered public accounting firm, who is responsible for auditing our financial statements and for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the United States, their judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with the Audit Committee under Statement on Auditing Standards No. 61, as adopted by the Public Company Accounting Oversight Board in Rule 3200T. Our Audit Committee received from Ernst & Young LLP the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding communications with the Audit Committee concerning independence, discussed with Ernst & Young LLP their independence from both management and the Company and considered the compatibility of Ernst & Young LLP's provision of non-audit services to the Company with their independence.

Our Audit Committee discussed with Ernst & Young LLP the overall scope and plans for their audit. Our Audit Committee met with Ernst & Young LLP, with and without management present, to discuss the results of their examinations, their evaluations of our internal controls and the overall quality of our financial reporting, including off-balance sheet investments and our compliance with Section 404 of the Sarbanes-Oxley Act of 2002.

In reliance on the reviews and discussions referred to above, but subject to the limitations on the role and responsibilities of our Audit Committee referred in the Report, our Audit Committee recommended to the Board (and the Board has approved) that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2009 for filing with the SEC.

The Board has determined that each member of our Audit Committee is financially literate and has accounting or related financial management expertise, as such qualifications are defined under the rules of the New York Stock Exchange. The Board also has determined that our Audit Committee has at least one "audit committee financial expert," as defined in Item 401(h) of Securities and Exchange Commission Regulation S-K, such expert being Mr. Edwin Thomas Burton, III, and that he is "independent," as that term is used in Item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended.

Our Audit Committee held ten meetings during fiscal year 2009 (including sessions with only non-management directors attending after certain of these meetings). The members of our Audit Committee are not engaged professionally in the practice of auditing or accounting. Committee

Table of Contents

members rely, without independent investigation or verification, on the information provided to them and on the representations made by management and our independent registered public accounting firm. Accordingly, our Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, our Audit Committee's considerations and discussions referred to above do not assure that the audit of our financial statements has been carried out in accordance with the standards of the Public Company Accounting Oversight Board (United States), that the financial statements are presented in accordance with accounting principles generally accepted in the United States or that our registered public accounting firm is in fact "independent."

Submitted by our Audit Committee  
Edwin Thomas Burton, III (Chairman)  
John H. Alschuler, Jr.  
John S. Levy

24

---

Table of Contents

**CORPORATE GOVERNANCE MATTERS**

We are committed to operating our business under strong and accountable corporate governance practices. You are encouraged to visit the "Investors Corporate Governance" section of our corporate website at <http://www.slgreen.com> to view or to obtain copies of our committee charters, Code of Ethics, Corporate Governance Guidelines and director independence standards. The information found on, or accessible through, our website is not incorporated into, and does not form a part of, this proxy statement or any other report or document we file with or furnish to the SEC. You also may obtain, free of charge, a copy of the respective charters of our committees, code of ethics, corporate governance principles and director independence standards by directing your request in writing to SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881, Attention: Investor Relations. Additional information relating to the corporate governance of the Company also is included in other sections of this proxy statement.

**Corporate Governance Guidelines**

The Board has adopted Corporate Governance Guidelines that address significant issues of corporate governance and set forth procedures by which the Board carries out its responsibilities. Among the areas addressed by the Corporate Governance Guidelines are categorical director qualification standards, director responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession, annual performance evaluation of the Board and management responsibilities. Our Nominating and Corporate Governance Committee is responsible, among other things, for assessing and periodically reviewing the adequacy of the Corporate Governance Guidelines and will recommend, as appropriate, proposed changes to the Board.

**Director Independence**

Our Corporate Governance Guidelines provide that a majority of our directors serving on the Board must be independent as required by the listing standards of the NYSE and the applicable rules promulgated by the SEC. In addition, the Board has adopted categorical director independence standards that assist the Board in making its determinations with respect to the independence of directors. These standards are included in this proxy statement as Appendix B. The Board has determined affirmatively, based upon its review of all relevant facts and circumstances and after considering all applicable relationships, of which the Board had knowledge, between or among the directors and the Company or our management (some of such relationships are described in the section of this proxy statement entitled "Certain Relationships and Related Transactions"), that each of the following directors and director nominees has no direct or indirect material relationship with us and is independent under the listing standards of the NYSE, the applicable rules promulgated by the SEC and our director independence standards: Messrs. Edwin T. Burton, III, John H. Alschuler, Jr. and John S. Levy. The Board has determined that Messrs. Green and Holliday, our two other directors, are not independent because they are also executive officers of the Company.

**Code of Ethics**

The Board has adopted a Code of Ethics that applies to our directors, executive officers and employees. The Code of Ethics is designed to assist our directors, executive officers and employees in complying with law, in resolving moral and ethical issues that may arise and in complying with our policies and procedures. Among the areas addressed by the Code of Ethics are compliance with applicable laws, conflicts of interest, use and protection of the Company's assets, confidentiality, communications with the public, accounting matters, records retention, fair dealing, discrimination and harassment and health and safety.

Table of Contents

**Audit Committee Financial Expert**

The Board has determined that Edwin T. Burton, III is our "audit committee financial expert," as defined in Item 401(h) of SEC Regulation S-K, and that he is "independent," as that term is used in Item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended. Mr. Burton has agreed to serve as our audit committee financial expert.

**Communications with the Board**

We have a process by which stockholders and/or other parties may communicate with the Board, individual directors (including the independent directors) or independent directors as a group. Any such communications may be sent to the Board or any named individual director (including the independent directors), by U.S. mail or overnight delivery and should be directed to Andrew S. Levine, Secretary, at SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881. Mr. Levine forwards all such communications to the intended recipient or recipients. Any such communications may be made anonymously.

**Whistleblowing and Whistleblower Protection Policy**

Our Audit Committee has established procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (2) the confidential and anonymous submission by our employees of concerns regarding questionable accounting or auditing matters. If you wish to contact our Audit Committee to report complaints or concerns relating to the financial reporting of the Company, you may do so in writing to the Chairman of our Audit Committee, c/o Andrew S. Levine, Secretary, SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881. Any such communications may be made anonymously.

**Director Attendance at Annual Meetings**

We encourage each member of the Board to attend each annual meeting of stockholders. Messrs. Holliday and Green attended the annual meeting of stockholders held on June 11, 2009.

**Identification of Director Candidates**

Our Nominating and Corporate Governance Committee assists the Board in identifying and reviewing director candidates to determine whether they qualify for membership on the Board and recommends director nominees to the Board to be considered for election at our annual meeting of stockholders.

Each director candidate must have (1) education and experience that provides knowledge of business, financial, governmental or legal matters that are relevant to the Company's business or to its status as a publicly owned company, (2) an unblemished reputation for integrity, (3) a reputation for exercising good business judgment and (4) sufficient available time to be able to fulfill his or her responsibilities as a member of the Board and of any committees to which he or she may be appointed.

In making recommendations to the Board, our Nominating and Corporate Governance Committee considers such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations comparable to the Company, the interplay of the candidate's experience with the experience of other Board members, the candidate's industry knowledge and experience, the ability of a nominee to devote sufficient time to the affairs of the Company, any actual or potential conflicts of interest and the extent to which the candidate generally would be a desirable addition to the Board and any committees of the Board.

Table of Contents

While the Nominating and Corporate Governance Committee does not have a written diversity policy, it considers diversity of knowledge, skills, professional experience, education, expertise, and representation in industries relevant to the Company, as factors as it evaluates director candidates.

Our Nominating and Corporate Governance Committee may solicit and consider suggestions of our directors or management regarding possible nominees. Our Nominating and Corporate Governance Committee also may procure the services of outside sources or third parties to assist in the identification of director candidates.

Our Nominating and Corporate Governance Committee may consider director candidates recommended by our stockholders. Our Nominating and Corporate Governance Committee will apply the same standards in considering candidates submitted by stockholders as it does in evaluating candidates submitted by members of the Board. Any recommendations by stockholders should follow the procedures outlined under "Stockholder Proposals" in this proxy statement and should provide the reasons supporting a candidate's recommendation, the candidate's qualifications and the candidate's written consent to being considered as a director nominee. No director candidates were recommended by our stockholders for election at the 2010 annual meeting.

**Executive Sessions of Non-Management Directors**

In accordance with the Corporate Governance Guidelines, the non-management directors serving on the Board generally meet in an executive session after each regularly scheduled meeting of the Audit Committee without the presence of any directors or other persons who are part of our management. The executive sessions are regularly chaired by the chair of the Board committee (other than the Executive Committee) having jurisdiction over the particular subject matter to be discussed at the particular session or portion of a session.

**Disclosure Committee**

We maintain a Disclosure Committee consisting of members of our executive management and senior employees. Our Disclosure Committee meets at least quarterly. The purpose of our Disclosure Committee is to bring together representatives from our core business lines and employees involved in the preparation of our financial statements so that the group can discuss any issues or matters of which the members are aware that should be considered for disclosure in our public SEC filings. Our Disclosure Committee reports to our Chief Executive Officer and Chief Financial Officer.

**Policy on Majority Voting**

On February 19, 2010, we adopted a policy on majority voting in the election of directors. Pursuant to this policy, in an uncontested election of directors, any nominee who receives a greater number of votes withheld from his or her election than votes for his or her election will, within ten business days following the certification of the stockholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consider the resignation and, within 60 days following the date of the stockholders' meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of the resignation.

Under the policy, the Board will take formal action on the recommendation no later than 90 days following the date of the stockholders' meeting. In considering the recommendation, the Board will consider the information, factors and alternatives considered by the Nominating and Corporate Governance Committee and such additional factors, information and alternatives as the Board deems relevant. We will publicly disclose, in a Form 8-K filed with the SEC, the Board's decision within four business days after the decision is made. The Board also will provide, if applicable, the Board's reason or reasons for rejecting the tendered resignation.



Table of Contents

**Board Leadership Structure**

As noted above, our Board currently is comprised of three independent and two employee directors. Mr. Green has served as Chairman of the Board since 1997 and serves as an executive officer, working in conjunction with Mr. Holliday, our Chief Executive Officer. The Board has designated Mr. Alschuler, one of the independent directors, as Lead Independent Director. We believe that the number of independent, experienced directors that make up our Board, along with the independent oversight of our Lead Independent Director, benefits the Company and its stockholders.

We recognize that different board leadership structures may be appropriate for companies in different situations, and that no one structure is suitable for all companies. Our current Board leadership structure is optimal for us because it demonstrates to our employees, suppliers, customers and other stakeholders that the Company is under strong leadership, coordinated closely between a separate Chief Executive Officer and Chairman of the Board. In our judgment, the Company, like many U.S. companies, has been well-served by this leadership structure.

To facilitate the role of the Independent Directors, the Board has determined that it is appropriate for the Independent Directors to elect one Independent Director to serve as Lead Independent Director. In addition to presiding at executive sessions of Independent Directors, the Lead Independent Director has the responsibility to: (1) consult with the Chief Executive Officer as to an appropriate schedule and agenda for each Board meeting, seeking to ensure that the Independent Directors can perform their duties effectively and responsibly, (2) ensure the Independent Directors have adequate resources, especially by way of full, timely and relevant information to support their decision making, (3) advise the Chief Executive Officer as to the quality, quantity and timeliness of the information submitted by the company's management that is necessary or appropriate for the Independent Directors to effectively and responsibly perform their duties, (4) recommend to the Board and the Board Committees the retention of advisers and consultants who report directly to the Board, (5) ensure that Independent Directors have adequate opportunities to meet and discuss issues in sessions of the Independent Directors without management present and, as appropriate, call meetings of the Independent Directors, (6) serve as Chairman of the sessions of the Independent Directors, (7) serve as principal liaison between the Independent Directors and the Chief Executive Officer of the Company and between the Independent Directors and senior management, (8) communicate to management, as appropriate, the results of private discussions among Independent Directors, (9) chair the meetings of the Board when the Chairman is not present, (10) with respect to questions and comments directed to the Lead Independent Director or to the Independent Directors as a group, determine the appropriate means of response, with such consultation with the Chief Executive Officer and other directors as the Lead Independent Director may deem appropriate and (11) perform such other duties as the Board from time to time may delegate. Mr. Alschuler currently is serving as the Lead Independent Director.

Our Board conducts an annual evaluation in order to determine whether it and its committees are functioning effectively. As part of this annual self-evaluation, the Board evaluates whether the current leadership structure continues to be optimal for the Company and its stockholders. Our Corporate Governance Guidelines provide the flexibility for our Board to modify or continue our leadership structure in the future, as it deems appropriate.

**Risk Oversight**

Our Board is responsible for overseeing the Company's risk management process. The Board focuses on the Company's general risk management strategy and the most significant risks facing the Company, and ensures that appropriate risk mitigation strategies are implemented by management. The Board also is apprised of particular risk management matters in connection with its general oversight and approval of corporate matters.

Table of Contents

The Board has delegated to the Audit Committee oversight of the Company's risk management process. Among its duties, the Audit Committee reviews with management (a) the Company policies with respect to risk assessment and management of risks that may be material to the Company, (b) the Company's system of disclosure controls and system of internal controls over financial reporting and (c) the Company's compliance with legal and regulatory requirements. The Audit Committee also is responsible for reviewing major legislative and regulatory developments that could have a material impact on the Company's contingent liabilities and risks. Our other Board committees also consider and address risk as they perform their respective committee responsibilities. All committees report to the full Board as appropriate, including when a matter rises to the level of a material or enterprise level risk.

In addition, the Compensation Committee considers the risks to the Company's stockholders and to achievement of our goals that may be inherent in the Company's compensation program.

The Company's management is responsible for day-to-day risk management, including the primary monitoring and testing function for company-wide policies and procedures, and management of the day-to-day oversight of the risk management strategy for the ongoing business of the Company. This oversight includes identifying, evaluating, and addressing potential risks that may exist at the enterprise, strategic, financial, operational, and compliance and reporting levels.

We believe the division of risk management responsibilities described above is an effective approach for addressing the risks facing the Company and that our Board leadership structure supports this approach.

**Clawback Policy**

On April 27, 2010, we adopted a clawback policy under which any incentive payments made to a named executive officer on the basis of having met or exceeded performance targets during a period of fraudulent activity for which such executive is found personally responsible may be recouped by the Company.

Table of Contents

**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

***Overview***

This section of our proxy statement discusses the principles underlying our executive compensation policies and decisions and the most important factors relevant to an analysis of these policies and decisions. It provides qualitative information regarding the manner and context in which compensation is awarded to, and earned by, our named executive officers and places in perspective the data presented in the tables and narrative that follow.

Throughout this proxy statement, the individuals who served as our Chief Executive Officer and Chief Financial Officer during our 2009 fiscal year, as well as the other individuals included in the "Summary Compensation Table" on page 45, are referred to as the "named executive officers," or our "executives."

**Executive Summary**

While the global and domestic public equity markets rebounded in 2009 off historic lows, the REIT industry continued to face difficult operating conditions in 2009, marked by further sustained layoffs throughout various sectors of the economy and rising unemployment levels, persisting dislocations in the debt markets and lowered demand for various types of commercial real estate, including office space. Notwithstanding these difficult economic conditions, we achieved several important goals in 2009, including (i) annual total return to stockholders ("TRS") of approximately 102%, which placed us at the very top of our peer group, (ii) as of December 31, 2009, a Manhattan combined same store occupancy rate of 95.8%, compared to an overall Manhattan occupancy rate of 88%, and an occupancy rate of 88.7% for our Suburban portfolio as compared to a weighted average occupancy rate for the markets comprising the suburban portfolio of 85.1%, (iii) successful completion of an approximately \$405 million capital offering in May 2009, (iv) continued execution of a prudent risk- and debt-management strategy that included the repurchase of outstanding unsecured notes and convertible bonds, which resulted in a gain to stockholders of approximately \$86 million due to the early extinguishment of debt and (v) "same store" net operating income growth of approximately 3.7%. In keeping with our strong pay-for-performance policy, the following actions were taken during fiscal year 2009 or shortly after the end of fiscal year 2009:

Notwithstanding the Company's industry-leading TRS performance and sound fundamental operating performance, 2009 cash bonuses awarded by the Compensation Committee to our named executive officers were generally approximately -5% to -16% below 2008 levels, which the Compensation Committee determined was prudent and appropriate given the continued challenging operating environment, yet adequate to reward management for its strong performance;

Total direct compensation levels for 2009 for our named executive officers were higher than 2008 levels, which was strictly due to equity awards granted to the officers in 2009 as part of the Company's continued efforts to ensure strong alignment of management and stockholder interests; however, 2009 total direct compensation for such individuals remained approximately 30% to 45% below our 2007 peak total direct compensation levels, which was prior to the global economic downturn;

As part of our Compensation Committee's monitoring and review of evolving "best practices," at year-end 2009, as part of the execution of a new employment agreement with our Chief Executive Officer, we eliminated, on a prospective basis, the practice of providing excise tax gross-up provisions in executive employment agreements with respect to payments and benefits received in connection with a change in control, and additionally modified the conditions under

Table of Contents

which such payments and benefits would be paid in connection with a change in control from a single trigger to a double trigger. The elimination of excise tax gross-up payments and the modification of the change of control payment conditions from a single to a double trigger will be applicable to any new or materially amended employment agreements entered into with our named executive officers; and

In December 2009, we adopted the 2010 Notional Unit Long-Term Compensation Program ("2010 Notional Unit Plan"), under which participants have the opportunity to earn equity awards if and only if designated share appreciation targets are achieved over a three-year performance period and so long as the participants remain employees of the Company for a three to five year period, thus further creating alignment of management and stockholder interests.

***Objectives of Our Compensation Program***

Our Compensation Committee has adopted an executive compensation philosophy designed to achieve the following objectives:

To provide performance-based incentives that create a strong alignment of management and stockholder interests;

To attract and retain leadership talent in a market that remains highly competitive for New York City commercial real estate management talent; and

To achieve an appropriate balance between risk and reward in our compensation programs that does not incentivize unnecessary or excessive risk taking.

In order to reach these goals, our Compensation Committee, in consultation with our Chief Executive Officer and independent compensation consultant, has adopted executive compensation practices that follow a pay-for-performance philosophy. Our primary business objective of maximizing TRS through growth in funds from operations ("FFO") while seeking appreciation in the value of our investment properties demands a long-term focus. Our executive compensation programs, therefore, both currently and historically, have been based heavily on the achievement of both annual and multi-year performance measures.

A substantial portion of the named executive officers' compensation has been provided in the form of equity subject to significant back-ended vesting requirements. These equity incentives were designed in order to (i) ensure that management maintains a long-term focus that serves the best interests of stockholders and (ii) attract, retain and motivate an experienced and talented executive management team in the highly competitive New York City commercial real estate market.

***How We Determine Executive Compensation***

Our Compensation Committee determines compensation for our named executive officers and is comprised of our three independent directors, John H. Alschuler, Jr. (Chairman), Edwin Thomas Burton, III and John S. Levy. Our Compensation Committee exercises independent discretion in respect of executive compensation matters and administers our equity incentive programs, including reviewing and approving equity grants to our executives pursuant to our Amended and Restated 2005 Stock Option and Incentive Plan (our "2005 Plan"). Our Compensation Committee operates under a written charter adopted by the Board, a copy of which is available on our website at <http://www.slgreen.com>.

Our Compensation Committee has retained Gressle & McGinley LLC as its independent outside compensation consulting firm and has engaged Gressle & McGinley to provide the Compensation Committee with relevant data concerning the marketplace, our peer group and its own independent analysis and recommendations concerning executive compensation. Gressle & McGinley regularly

Table of Contents

participates in Compensation Committee meetings. Our Compensation Committee has the authority to replace Gressle & McGinley as its independent outside compensation consultant or hire additional consultants at any time. Gressle & McGinley does not provide any additional services either to our Compensation Committee or otherwise to the Company.

With respect to the compensation of our named executive officers, our Compensation Committee solicits recommendations from our Chief Executive Officer regarding total compensation for the other named executive officers and reviews his recommendations regarding total compensation, the allocation of this compensation among base salary, annual bonus amounts and other long-term incentive compensation, as well as the portion of overall compensation to be provided in cash or equity. Our Chairman also advises our Compensation Committee on these matters as they pertain to the compensation of our Chief Executive Officer. The Company's advisor FTI Schonbraun McCann Group, a real estate advisory firm, also advises the Chief Executive Officer and Chairman with regard to the above-described compensation recommendations and provides data to them. The recommendations with respect to compensation are formulated by our Chief Executive Officer and Chairman and are communicated to our Compensation Committee by them along with such advice and data from the Company's advisor. Such recommendations also are communicated to our Compensation Committee by the Company's advisor. The other named executive officers do not play a role in determining their own compensation, other than discussing their performance with our Chief Executive Officer. In analyzing these recommendations, our Compensation Committee also reviews materials and data provided by the Committee's independent consulting firm, Gressle & McGinley, as well as the analysis and recommendations provided by that firm. In making compensation decisions, our Compensation Committee considers the cash compensation and the after-tax value of stock that vested during the fiscal year. The ultimate determination of total compensation and the elements that comprise that total compensation is made solely by our Compensation Committee.

Our Compensation Committee meets during the year to evaluate executive performance, to monitor market conditions in light of our goals and objectives, to solicit input from our independent compensation consultants on market practices, including peer group pay practices, and new developments and to review our executive compensation practices. As part of these meetings, in formulation of its executive compensation policies and practices for 2009, the Compensation Committee reviewed then-existing policies of the RiskMetrics Group and other governance groups. The Compensation Committee periodically reviews our executive compensation policies and practices to insure that such policies are in line with current market practices. Our Compensation Committee makes regular reports to the Board.

Our named executive officers' compensation and performance for 2009 was evaluated on both an absolute basis and by reference to a "peer group" that was selected based upon the following characteristics: (i) industry sector/business model; (ii) equity market capitalization; (iii) peer group continuity from year to year; (iv) peer group utilized for performance review; and (v) geographic location. However, peer groups are used only as a point of reference; our Compensation Committee does not specifically target a percentile or range of percentiles when determining executive compensation. Further, the Compensation Committee does not determine compensation formulaically based on the attainment of pre-determined performance hurdles (other than performance-based share grants and awards earned under our Outperformance Plans and 2010 Notional Unit Plan, as described in detail below), but rather the Committee retains discretion to set compensation at levels it deems appropriate based on Company and individual performance and prevailing market practices. Depending upon the Company's business and individual performance results, a named executive officer's total direct compensation may be within, below or above the market range for that position. The peer group for named executive officer compensation consisted of the following 14 REITs: Alexandria Real Estate Equities, Inc.; AMB Property Corporation; Boston Properties, Inc.; Brandywine Realty Trust; Corporate Office Properties Trust Inc.; Douglas Emmett, Inc.; Duke Realty Corporation; iStar Financial Inc.; Kilroy Realty Corporation; Lexington Realty Trust; Liberty Property Trust; Mack-Cali Realty

Table of Contents

Corporation; ProLogis Trust; and Vornado Realty Trust. During fiscal year 2009, the composition of the peer group that we used in 2008 was re-evaluated, and, as a result, First Industrial Realty Trust, Inc. was removed due to significant year-over-year turnover in its executive management team.

Additionally, in order to be more exhaustive and evaluate a broader scope of information in connection with the compensation of our Chief Executive Officer, a selective chief executive officer peer group was utilized as a reference point by our Compensation Committee for 2009 that consisted of the following 11 companies: Annaly Mortgage Management, Inc.; Boston Properties, Inc.; CapitalSource, Inc.; Healthcare Property Investors, Inc.; iStar Financial Inc.; Kilroy Realty Corporation; Maguire Properties, Inc.; NorthStar Realty Finance Corporation; Public Storage, Inc.; Starwood Hotels & Resorts Worldwide; and Vornado Realty Trust. During fiscal year 2009, the composition of the selective chief executive officer peer group was re-evaluated and Douglas Emmett, Inc., Marriott International, Inc., MGM Mirage Incorporated, Ventas, Inc. and Wynn Resorts, Limited, companies that formed part of the 2008 peer group, were removed and were replaced for 2009 with Boston Properties, Inc., Healthcare Property Investors, Inc., Maguire Properties, Inc., Public Storage, Inc. and Starwood Hotels & Resorts Worldwide.

Further, consistent with prior years, our Compensation Committee recognized that our primary peer group contained an insufficient number of executive chairmen and therefore, in order to be more exhaustive and evaluate a broader scope of information in connection with the compensation of our Executive Chairman, a selective chairman peer group was also utilized as a reference point for 2009 that was comprised of executives who function exclusively as chairman and not as chief executive officer. For 2009, the selective chairman peer group consisted of the following 9 companies: Ashford Hospital Trust, Inc.; Boston Properties, Inc.; Digital Realty Trust, Inc.; Douglas Emmett, Inc.; Hersha Hospitality Trust; Host Hotels & Resorts, Inc.; Lexington Realty Trust; W.P. Carey & Co. LLC; and Weingarten Realty Investors. During fiscal year 2009, in order to ensure that this peer group continues to consist of companies with executives who function exclusively as chairman and not as chief executive officer, the peer group was re-evaluated and, as a result, Washington Real Estate Investment Trust, which formed part of the 2008 peer group, was removed.

*Analysis of Risk Associated with Our Executive Compensation Plans.* In setting compensation, our Compensation Committee also considers the risks to the Company's stockholders and to achievement of our goals that may be inherent in the compensation program. At the direction of our Compensation Committee, our Board conducted a risk assessment of our compensation programs, including our executive compensation programs. The Compensation Committee and its compensation consultant, Gressle & McGinley, reviewed and discussed the findings of this assessment and concluded that our compensation programs are designed with the appropriate balance of risk and reward in relation to our overall business strategy and do not encourage executives to take unnecessary or excessive risks. Although a significant portion of our executive's compensation is performance-based and "at-risk," we believe our executive compensation plans are appropriately structured and do not pose a material risk to the Company. We considered the following elements of our executive compensation plans and policies when evaluating whether such plans and policies encourage our executives to take unreasonable risks:

We evaluate performance based upon the achievement of a variety of business objectives and goals including, without limitation, strength of our balance sheet, FFO growth, occupancy and leasing rates, TRS performance and completion of successful debt and equity offerings, that we believe correlate to long-term creation of stockholder value and that are affected by management decisions;

A material component of our equity compensation mix is restricted stock, which, when compared to stock options or other market-based performance equity compensation vehicles, retains value even in a depressed market and thus provides executives with a baseline of value

Table of Contents

that lessens the likelihood that executives will take unreasonable risks to get, or keep, their options or other market-based performance vehicles "in-the-money";

We provide a significant portion of long-term incentive compensation in the form of Long-Term Incentive Awards. The amounts ultimately earned under these awards are tied to how we perform over a three-to-five-year period, which focuses management on sustaining our long-term performance;

Assuming achievement of at least a minimum level of performance, payouts under our performance-based awards may result in some compensation at levels below full target achievement, rather than an "all-or-nothing" approach;

Our Compensation Committee's ability to consider non-financial and other qualitative performance factors in determining actual compensation payouts;

Through providing a significant portion of each executive's annual compensation in the form of stock-based compensation, our executives have built sizable holdings of equity in the Company, which aligns an appropriate portion of their personal wealth to our long-term performance; and

We have adopted a policy for recoupment of incentive payments made to our executives, including our named executive officers, if payment was based on having met or exceeded performance expectations during a period of fraudulent activity for which the executive is responsible.

In sum, our executive compensation program is structured so that (i) we avoid the type of disproportionately large short-term incentives that could encourage executives to take risks that may not be in the Company's long-term interests, (ii) we provide incentives to manage the Company for long-term performance, (iii) we have adopted a policy for recoupment of incentive payments under certain circumstances and (iv) a considerable amount of the wealth of our executives is tied to the long-term success of the Company. We believe this combination of factors encourages our executives to manage the Company in a prudent manner.

***What Our Compensation Program is Designed to Reward***

As noted above, our Compensation Committee has designed our executive compensation program to achieve the following objectives: (i) to provide performance-based incentives to align management and stockholder interests and (ii) to attract and retain leadership talent in the New York City real estate market that remains highly competitive for management talent, while (iii) ensuring that our executive compensation programs do not encourage unnecessary or excessive risk taking. Our compensation program rewards the achievement of annual, long-term and strategic goals of both the Company and the individual executive. Our Compensation Committee evaluates performance on an absolute basis against financial and other measures, as well as on a relative basis by comparing the Company's performance against other office REITs and against the REIT industry generally. Comparative performance is an important metric since market conditions may affect the ability to meet specific performance criteria. Historically, our Compensation Committee has structured our compensation program so that half or more of the total compensation provided to our named executive officers has been provided in the form of equity incentive compensation based on the superior long-term performance of the Company. Our equity awards have taken the form of incentive awards under our 2006 Outperformance Plan, 2005 Outperformance Plan and 2003 Outperformance Plan (collectively, our "Outperformance Plans") and our restricted stock and option grants under our 2005 Plan. The remainder of the incentive award is paid in cash. To address our retention objective, a substantial portion of long-term performance-based awards have time-based vesting requirements with significant back-end vesting after the award has been earned.

Table of Contents

***Elements of Our Compensation Program***

Our named executive officers' compensation currently has three primary components:

annual base salary;

annual incentive awards, which include cash and equity bonuses; and

long-term equity incentives, which include restricted stock awards, stock options and long-term performance unit awards, which may be granted pursuant to an employment agreement, our 2005 Plan, our Outperformance Plans and our 2010 Notional Unit Plan.

The overall levels of compensation as well as the allocation between these elements are determined by our Compensation Committee based upon an analysis of the Company's performance during the year. Historically, our compensation has been divided among base salary, cash bonus payments, stock options and restricted stock grants, and multi-year awards under our Outperformance Plans. Restricted share grants and awards under our Outperformance Plans are designed to align management's focus and stockholder interest and to provide incentives for each executive to successfully implement our long-term strategic goals. Our named executive officers have historically received a substantial portion of their compensation in the form of equity of the Company.

In addition to the aforementioned elements of our compensation program that currently are applicable to each of our named executive officers, at year-end 2009, in connection with Mr. Holliday's new employment agreement and the automatic one-year renewal of Mr. Green's employment agreement, the Company entered into deferred compensation agreements with Messrs. Holliday and Green. Under the terms of the agreements, beginning in 2010 Mr. Holliday will receive an annual contribution during each year of his employment agreement, and Mr. Green received a one-time contribution, of deferred notional stock units with a grant date value equal to \$450,000 and \$150,000, respectively. Upon a qualifying separation from service, Messrs. Holliday and Green will receive a lump-sum cash payment equal to the value of deferred notional units based on the Company's ten-trading day trailing average stock price on the date of separation. By tying the value of the deferred notional units to the future value of the Company, the deferred compensation program further aids in establishing alignment of management and stockholder interests and ensuring the executives remain focused on long-term stockholder value creation. See "Employment and Non-Competition Agreements" on page 52 for additional details concerning the deferred compensation agreements.

***Why We Chose Each Element and How Each Element Fits into Our Overall Compensation Objectives***

We view the various components of compensation as related but distinct. Our Compensation Committee designs total executive compensation packages that it believes will best create retention incentives, link compensation to performance and align the interests of our named executive officers and our stockholders. Each of our named executive officers has an employment agreement with us, which is described under "Potential Payments Upon Termination or Change of Control."

***Annual Base Salary.*** Our Compensation Committee pays our named executive officers' annual base salaries to compensate them for services rendered during the fiscal year. The base salaries for our named executive officers have historically been near or below the median of those in the peer group. We intentionally structure an executive's annual base salary to be a relatively low percentage of total compensation. In 2009, Mr. Holliday was the only named executive officer to receive an increase in his base salary, as his then-current employment agreement contained a provision that required the Company to make bi-annual cost-of-living salary increases, which resulted in an increase in his base salary from \$688,490 to \$715,341. Mr. Holliday's amended and restated employment agreement, which became effective January 1, 2010, does not provide for cost-of-living salary increases.

***Annual Incentive Awards.*** Annual incentive awards are provided in the form of cash bonuses and equity awards designed to focus a named executive officer on achieving key corporate financial



Table of Contents

objectives (both individually and Company-based), to motivate certain desired individual behaviors and to reward substantial achievement of these objectives and individual goals. While the Compensation Committee does not set specific fixed targets that entitle the executive officers to formulaic bonuses, the named executive officers are made aware, at the beginning of the year, of the business objectives and goals the Committee will consider when evaluating corporate and individual performance and determining annual incentive awards. For 2009, the Compensation Committee considered the following performance criteria, among others, in its determination of annual incentive awards:

Total return to stockholders, both on an absolute basis and relative to the performance of the peer group and the REIT industry;

Leasing performance and occupancy levels;

Capital markets performance and maintenance of a strong balance sheet;

Growth in same store net operating income;

Funds from operations, both on an absolute basis and relative to the performance of the peer group;

Implementation and achievement of strategic goals, including expense control and adherence to annual budget; and

Tenant satisfaction performance relative to local and national markets.

The evaluation of 2009 performance and determination of 2009 annual incentive awards is consistent with the Committee's historical practice of linking pay to performance in a non-formulaic manner, thereby providing the Committee the discretion it feels is necessary in order to take into account changing market conditions. For a discussion of 2009 annual incentive payments, see "Measuring 2009 Performance."

*Long-Term Equity Incentives.* Long-term equity incentives have been provided to our named executive officers through the grant of restricted stock awards, stock options and performance awards pursuant to our 2005 Plan, our Outperformance Plans and our 2010 Notional Unit Plan. The grant of equity awards links a named executive officer's compensation and net worth directly to the performance of our stock price. This encourages our named executive officers to make decisions with an ownership mentality. The vesting provisions of these equity awards (generally three to five years) are designed with significant back-end vesting, to act as a retention device and provide a strong incentive to the executives to increase stockholder value long after they performed the services for which the equity awards were initially granted. The awards also contain forfeiture provisions, which result in immediate cancellation of the award if the executive voluntarily leaves or is terminated with cause. For a discussion of these awards, see "Employment and Noncompetition Agreements."

Equity awards under our 2010 Notional Unit Plan are designed to compensate our named executive officers upon the attainment of designated stock price appreciation targets over a three-year performance period and to provide an incentive for executives to remain with the Company and focus on long-term stockholder value creation. Under our 2010 Notional Unit Plan, the executives may earn LTIP Units in our operating partnership, or LTIP Units, contingent upon the achievement of stock price appreciation targets at levels ranging from 25% at the minimum to 50% at the maximum of stock appreciation over a three-year performance period; provided that a portion of such awards may be earned after the first and second years of the performance period contingent upon the achievement of the maximum stock appreciation of 50% for 45 consecutive days. Upon achievement of the designated stock price appreciation thresholds, awards that may be earned under the 2010 Notional Unit Plan will not exceed an aggregate of \$75 million, determined at the time of achievement against the stock price appreciation targets. Following such performance period, the date on which such awards have been earned or deemed earned will be subject to two years of additional, time-based vesting requirements.

Table of Contents

This creates, in the aggregate, up to a five-year retention period with respect to our executives who are participants in the 2010 Notional Unit Plan. See "SL Green Realty Corp. 2010 Notional Unit Plan" on page 49 for additional details concerning the 2010 Notional Unit Plan.

Equity awards under our prior Outperformance Plans were designed to compensate our named executive officers upon the attainment of certain goals with respect to TRS and to provide an incentive for executives to remain with the Company and focus on long-term stockholder value creation. Under our Outperformance Plans, the executives had the opportunity to earn restricted stock, LTIP Units or other equity-based awards contingent upon the extent to which, if at all, our TRS exceeded a threshold of 10% per annum over a three- or four-year performance period (or earlier upon achieving performance levels that trigger certain acceleration provisions). Upon the achievement of the designated performance thresholds, awards earned under our Outperformance Plans further included time-based vesting requirements following the achievement of the performance thresholds. This created, in the aggregate, up to a seven-year retention period with respect to our executives who are participants in our Outperformance Plans. Even after achieving the performance thresholds, during the remaining three or four years until full vesting, the named executive officers continue to bear the same share price and total return risk as our stockholders. TRS goals have been attained under our 2003 and 2005 Outperformance Plans; accordingly, awards earned under the 2003 Outperformance Plan have fully vested and awards earned under the 2005 Outperformance Plan currently are subject only to such additional time-based vesting requirements.

The awards made to our named executive officers under the 2005 Outperformance Plan provide a useful illustration of the Compensation Committee's philosophy of aligning the interests of management with those of our stockholders and the effect of the back-ended vesting requirements included in the various long-term equity awards. In June 2006, as a result of industry-leading TRS, the performance thresholds under the 2005 Outperformance Plan were achieved and surpassed at a time when our stock price was \$100.30 per share. The underlying awards, however, remained subject to a vesting schedule with (i) the first tranche of 129,984 units vesting on November 30, 2008, when our stock price was \$18.96 per share, a decrease of approximately 81% from the price at which such awards were earned, and (ii) the second tranche of 129,984 units vesting on November 30, 2009, when our stock price was \$44.42 per share, a decrease of 55.7% from the price at which such awards were earned and an increase of 134.3% from the price at which the first tranche of units vested. The remaining 129,983 unvested units awarded to our named executive officers under the 2005 Outperformance Plan are scheduled to vest on November 30, 2010, with the ultimate value realized by our named executive officers being dependent on the price of our stock on that date (see "LTIP Units" below for a discussion of the features of this separate class of units of limited partnership interest in our operating partnership).

The structure of our 2010 Notional Unit Plan and our Outperformance Plans ties a large portion of a named executive officer's compensation to creation of stockholder value on a long-term basis. As discussed above with respect to the 2005 Outperformance Plan, even after reaching TRS targets, the back-ended vesting feature of the awards creates a strong alignment between management and stockholders and provides our executives with a very strong economic incentive to continue their employment with the Company and maximize our stock price.

All stock options are priced in accordance with the terms of our 2005 Plan and are based on the price of our common stock at the close of business on the day prior to the date of grant.

*Recent Changes in Equity Compensation Practices.* The Company has historically provided, pursuant to employment agreements with our named executive officers, income tax gross-up payments relating to restricted stock awards and certain other equity awards. These tax payments were primarily awarded in connection with the vesting of restricted stock in order to avoid requiring the named executive officers to sell shares of our common stock to satisfy withholding obligations, and were

Table of Contents

generally equal to 40% of the total value of the shares that were vesting on the applicable date. The Compensation Committee took into consideration the value of these tax gross-ups when determining the level of compensation paid to our named executive officers. In connection with its ongoing monitoring and review of "best practices" relating to executive compensation, including policies announced by RiskMetrics Group and other governance groups, our Compensation Committee determined to discontinue the inclusion of income tax gross-up provisions in restricted stock awards granted after December 31, 2008. This discontinuation does not apply to previously awarded restricted stock grants, including awards granted on or prior to December 31, 2008, under which we are contractually obligated to make such income tax gross-up payments.

Further, our performance-based equity awards have historically provided for dividend payments prior to vesting. In early 2009, in connection with its periodic review of our executive compensation practices, the Compensation Committee discontinued, on a prospective basis, the practice of paying dividends on performance-based equity awards prior to achieving the performance criteria. These dividends will be accrued and paid to the executives if and when the performance metrics are met.

***Pay-for-Performance***

As evidenced by examining our executive compensation programs over the past several years, the executive compensation philosophy adopted by us and our Compensation Committee demonstrates the implementation of a pay-for-performance culture that ensures the alignment of management and stockholder interests. Our named executive officers were paid well relative to their peers during times of industry-leading performance (*e.g.*, 2007 and 2006), yet during more challenging times, (*e.g.*, 2009 and 2008), their aggregate compensation was substantially lower than in those peak years and they experienced what our Compensation Committee believes was a comparatively larger decrease in compensation relative to our peer group.

For example, while the amount of compensation provided to our executives in 2007 and 2006 was in the upper quartile of our peer group, these amounts were directly linked to exceptional corporate performance. For 2007 and 2006 we achieved year-over-year FFO growth in excess of 20% and 10%, respectively, representing fundamental performance at the 93<sup>rd</sup> and 73<sup>rd</sup> percentile, respectively, of our peer group. In addition, our multi-year TRS through the periods ended December 31, 2007 and 2006, respectively, was at or near the top of our peer group and significantly outperformed the broader REIT industry. Specifically, we outperformed the MSCI US REIT Index by 40.71% and 124.24%, respectively, for the three- and five-year periods ended December 31, 2007, and we outperformed the MSCI US REIT Index by 155.80% and 245.84%, respectively, for the three- and five-year periods ending December 31, 2006.

As further discussed below, as a result of our industry leading TRS performance and sound fundamental operating performance for 2009, compensation determined by our Compensation Committee for 2009 resulted in a moderate increase over 2008 levels. It is important to note that despite the moderate increase in total 2009 compensation over 2008 levels, which was solely the result of equity awards designed to further strengthen the alignment of management and stockholder interests, total cash compensation decreased in 2009 over 2008 levels and total direct compensation for our executive officers remains substantially below 2007 and 2006 levels prior to the downturn in macroeconomic conditions.

Table of Contents

**Measuring 2009 Performance**

A further illustration of our strong pay-for-performance philosophy is evidenced in the manner in which 2009 performance bonuses were determined and the ultimate amounts of these bonuses. While, as previously discussed, the global and domestic public equity markets rebounded off historic lows in 2009, the operating environment confronting the REIT industry continued to pose challenges across several fronts in 2009, marked by sustained layoffs across various sectors of the economy and a significant rise in unemployment levels, persistent dislocations in the debt markets, and decreased demand for various types of commercial real estate, including office space. Such challenges continued to be magnified in the New York City metropolitan area due to the significant presence and role in the local economy of the financial services industry, which has been more heavily affected by the downturn in economic conditions than most other industries. Nevertheless, our sound execution of our capital markets strategy and prudent risk and debt management strategy was rewarded by the marketplace in 2009, as represented by our industry-leading TRS performance for the one-year period ended December 31, 2009, which outgained the MSCI US REIT Index by approximately 73%. For the five-year period ended December 31, 2009, our TRS was approximately at the mid-point of the MSCI US REIT Index.

Notwithstanding the continued challenges posed by the economic environment, we managed to attain significant market and operational achievements. Specifically, we achieved the following select milestones in 2009:

Achieved an annual TRS of approximately 102% in 2009, which placed us at the top of the peer group and represented the highest one-calendar-year return in our Company's history;

Successfully executed a multi-faceted capital markets strategy that included the completion of an approximately \$405 million capital offering and the repurchase of outstanding unsecured notes and convertible bonds that resulted in a gain to stockholders of approximately \$86 million due to the early extinguishment of debt;

Demonstrated strong leasing performance resiliency across our property portfolio, as evidenced by maintaining, as of December 31, 2009, a Manhattan combined same store occupancy rate of 95.8%, compared to an overall Manhattan occupancy rate of 88%, and an occupancy rate of 88.7% for our Suburban portfolio as compared to a weighted average occupancy rate for the markets comprising the suburban portfolio of 85.1%;

Achieved same-store net operating income growth of approximately 3.7%; and

Attained a tenant satisfaction rating in our core New York City property portfolio of 93%, or approximately 5% basis points above the Kingsley Index<sup>SM</sup>, a leading survey-based performance benchmarking tool in the commercial real estate industry.

As 2009 year-end bonus decisions were being contemplated, our Compensation Committee sought to find a balance between (i) acknowledging the significant TRS and operational achievements attained by our named executive officers during the year, as highlighted above, (ii) ensuring that bonus and total compensation amounts were in line with the prevailing market and adequate to address retention needs in the competitive New York City commercial real estate markets and (iii) recognizing the continued challenges posed by the macroeconomic environment. In light of the aforementioned considerations, our Compensation Committee approved the following aggregate 2009 bonuses for the named executive officers:

| Executive      | 2009<br>Bonus |
|----------------|---------------|
| Marc Holliday  | \$ 4,000,000  |
| Stephen Green  | \$ 2,500,000  |
| Andrew Mathias | \$ 3,400,000  |
| Gregory Hughes | \$ 2,300,000  |
| Andrew Levine  | \$ 625,000    |

Table of Contents**Comparison of 2008-2009 Bonuses**

The following table illustrates the percentage changes in 2009 bonuses as compared with bonuses for 2008:

|                | <b>2009<br/>Bonus</b> | <b>2008<br/>Bonus</b> | <b>% Change</b> |
|----------------|-----------------------|-----------------------|-----------------|
| Marc Holliday  | \$ 4,000,000          | \$ 4,750,000          | -16%            |
| Stephen Green  | \$ 2,500,000          | \$ 2,659,000          | -6%             |
| Andrew Mathias | \$ 3,400,000          | \$ 3,562,500          | -5%             |
| Gregory Hughes | \$ 2,300,000          | \$ 2,375,000          | -3%             |
| Andrew Levine  | \$ 625,000            | \$ 593,750            | +5%             |

As illustrated above, 2009 bonus levels for our named executive officers were generally flat to approximately 16% below 2008 levels. Preliminary market indications at the time 2009 bonus amounts were being determined suggested that 2009 compensation levels among equity REITs and specifically among our peer group constituents were going to be relatively comparable to 2008 levels. However, in light of the continued challenges posed by the macroeconomic environment, our Compensation Committee determined that, despite industry-leading TRS performance, it was prudent to generally maintain our named executive officers' cash bonuses at flat to slightly decreased levels over the prior year's amounts.

Moreover, as the Compensation Committee was determining 2009 bonus levels, in addition to evaluating bonuses relative to prior year levels, the Committee further examined 2009 bonuses relative to bonuses for 2007 that represented peak levels prior to the downturn in global macroeconomic conditions. The following table highlights the percentage change in 2009 bonuses as compared with bonuses for 2007:

|                | <b>2009<br/>Bonus</b> | <b>2007<br/>Cash and<br/>Stock Bonus(1)</b> | <b>% Change</b> |
|----------------|-----------------------|---|-----------------|
| Marc Holliday  | \$ 4,000,000          | \$ 11,000,000                               | -64%            |
| Stephen Green  | \$ 2,500,000          | \$ 3,500,000                                | -29%            |
| Andrew Mathias | \$ 3,400,000          | \$ 8,250,000                                | -59%            |
| Gregory Hughes | \$ 2,300,000          | \$ 5,500,000                                | -58%            |
| Andrew Levine  | \$ 625,000            | \$ 1,375,000                                | -55%            |

- (1) Amount shown includes grant date fair value and an additional 40% of such value, representing the amounts of the related income tax gross-up payments. As previously discussed, for awards granted after December 31, 2008, the Company has discontinued its practice of providing income tax gross-up payments in connection with the vesting of restricted stock.

As illustrated above, 2009 bonus levels for our named executive officers have generally decreased by over 50% from 2007 levels. The Compensation Committee felt that such decreases, which represent materially greater decreases from 2007 levels than those of the Company's peer group constituents or the REIT industry in general, were prudent and appropriate in light of the challenging operating environment confronting the REIT industry and the material decrease in market equity valuations from 2007 levels.

In 2009, in addition to awarding our named executive officers with cash bonuses that were significantly below prior year levels, the Compensation Committee issued equity awards to our named executive officers in January 2009 as set forth in the column "Grant Date Fair Value of Stock Awards" in the table set forth under "Comparison of 2007-2009 Total Direct Compensation." The equity awards were granted to the named executive officers to reward them for maintaining sound fundamental operating performance despite the unprecedented challenges posed by the global economic downturn and to further strengthen the alignment between management and stockholder interests.

Table of Contents**Comparison of 2007-2009 Total Direct Compensation**

In order to provide our stockholders with an analysis of compensation directly attributable to a calendar year we are including below a Total Direct Compensation Table. The Total Direct Compensation Table enables a more meaningful year-over-year compensation comparison than the Summary Compensation Table presented page 45. The Total Direct Compensation Table consists solely of (i) the actual salary paid for the year, (ii) the annual cash bonus and grant date fair value of any stock bonus awarded for the year irrespective of when such amounts were ultimately granted, paid and/or vested, (iii) any income tax gross-ups associated with the vesting of any shares referenced in (ii) above, based upon the grant date fair value of the stock bonus (as noted above, for awards granted after December 31, 2008, the Company discontinued the use of such income tax gross-ups on a prospective basis) and (iv) the annual grant date fair value of any other stock awards awarded for the year irrespective of when such amounts ultimately were granted, paid and/or vested. This table illustrates one of the analyses undertaken by our Compensation Committee in determining each element of our named executive officers' compensation for the particular year in light of such executive's performance during the year, and it further demonstrates the correlation between the executive's pay and overall company performance.

The principal differences between the Total Direct Compensation Table and the Summary Compensation Table, presented on page 45, are that (i) the full-value of equity awards is shown in the year(s) to which such grants relate rather than the year in which such grants were made as reflected in the Summary Compensation Table, and (ii) the amount of the related income tax gross-up is based upon the grant date value of the equity award, rather than on the value of the shares at the date of vesting. Accordingly, the Summary Compensation Table, as presented on page 45, includes the full grant date value of each executive's allocation in the 2010 Notional Unit Plan. The grant date value of each executive's allocation in the 2010 Notional Unit Plan has been excluded from the Total Direct Compensation Table, since the 2010 Notional Unit Plan represents a long-term compensation program that provides participants the opportunity to earn equity awards only if designated stock price appreciation thresholds are achieved over a multi-year period beginning on December 1, 2009 and ending on November 30, 2012; accordingly, such potential awards are only marginally related to 2009 performance.

| Name           | Year | Salary        | Cash Bonus   | Grant Date Fair Value of Stock Bonus | Gross-up on Stock Bonus(1) | Grant Date Fair Value of Stock Awards | Total Direct Compensation(2) | 2-Year Change from 2007 Levels |
|----------------|------|---------------|--------------|--------------------------------------|----------------------------|---------------------------------------|------------------------------|--------------------------------|
| Marc Holliday  | 2009 | \$ 715,341    | \$ 4,000,000 | \$ 0                                 | \$ 0                       | \$ 1,625,004                          | \$ 6,340,345                 | -45%                           |
|                | 2008 | \$ 824,446(3) | \$ 4,750,000 | \$ 0                                 | \$ 0                       | \$ 0                                  | \$ 5,574,446                 |                                |
|                | 2007 | \$ 600,000    | \$ 7,500,000 | \$ 2,500,000                         | \$ 1,000,000               | \$ 0                                  | \$ 11,600,000                |                                |
| Stephen Green  | 2009 | \$ 600,000    | \$ 2,500,000 | \$ 0                                 | \$ 0                       | \$ 854,168                            | \$ 3,954,168                 | -4%                            |
|                | 2008 | \$ 600,000    | \$ 2,659,000 | \$ 0                                 | \$ 0                       | \$ 0                                  | \$ 3,259,000                 |                                |
|                | 2007 | \$ 600,000    | \$ 0         | \$ 2,500,000                         | \$ 1,000,000               | \$ 0                                  | \$ 4,100,000                 |                                |
| Andrew Mathias | 2009 | \$ 500,000    | \$ 3,400,000 | \$ 0                                 | \$ 0                       | \$ 1,125,014                          | \$ 5,025,014                 | -43%                           |
|                | 2008 | \$ 500,000    | \$ 3,562,500 | \$ 0                                 | \$ 0                       | \$ 0                                  | \$ 4,062,500                 |                                |
|                | 2007 | \$ 500,000    | \$ 5,625,000 | \$ 1,875,000                         | \$ 750,000                 | \$ 0                                  | \$ 8,750,000                 |                                |
| Gregory Hughes | 2009 | \$ 500,000    | \$ 2,300,000 | \$ 0                                 | \$ 0                       | \$ 1,125,014                          | \$ 3,925,014                 | -35%                           |
|                | 2008 | \$ 500,000    | \$ 2,375,000 | \$ 0                                 | \$ 0                       | \$ 0                                  | \$ 2,875,000                 |                                |
|                | 2007 | \$ 500,000    | \$ 3,750,000 | \$ 1,250,000                         | \$ 500,000                 | \$ 0                                  | \$ 6,000,000                 |                                |
| Andrew Levine  | 2009 | \$ 350,000    | \$ 625,000   | \$ 0                                 | \$ 0                       | \$ 250,019                            | \$ 1,225,019                 | -29%                           |
|                | 2008 | \$ 350,000    | \$ 593,750   | \$ 0                                 | \$ 0                       | \$ 0                                  | \$ 943,750                   |                                |
|                | 2007 | \$ 350,000    | \$ 937,500   | \$ 312,500                           | \$ 125,000                 | \$ 0                                  | \$ 1,725,000                 |                                |

(1)

The income tax gross-up was taken into account in determining the value of the stock bonus that is granted to the named executive officer. As previously discussed, for awards granted after December 31, 2008, the Company has discontinued its practice of providing income tax gross-up payments on equity grants.

Table of Contents

- (2) Does not include the value of perquisites, including automobile benefits provided to Mr. Green and Mr. Holliday.
- (3) Mr. Holliday's 2008 base salary includes a \$135,956 catch-up payment in lieu of previous contractual salary increases to which Mr. Holliday was entitled.

***Employee Benefits***

We have a 401(k) Savings/Retirement Plan, or our 401(k) Plan, to cover eligible employees of ours and of any designated affiliate. Our 401(k) Plan permits eligible employees to defer up to 15% of their annual compensation, subject to certain limitations imposed by the Internal Revenue Code of 1986, as amended (the "IRC"). The employees' elective deferrals are immediately vested and non-forfeitable upon contribution to the 401(k) Plan. We do not provide our named executive officers with a supplemental pension or any other retirement benefits that are in addition to the 401(k) benefits provided generally to our employees.

***Perquisites and Other Personal Benefits***

We do not provide significant perquisites or personal benefits to our named executive officers, except that we reimburse our Chief Executive Officer and our Chairman for costs associated with automobiles they lease for personal use. Additionally, we provide our Chairman with a full-time driver and our Chief Executive Officer receives certain insurance benefits. The costs of these benefits constitute only a small percentage of the applicable executive's compensation.

***Other Matters***

***Tax Treatment.*** Our Compensation Committee reviews and considers the tax efficiency of executive compensation as part of its decision-making process. Section 162(m) of the IRC generally limits the deductibility of compensation over \$1 million to a corporation's named executive officers. The Company is a real estate investment trust and therefore generally does not pay income taxes. In addition, our named executive officers provide most of their services to our operating partnership. We have received a private letter ruling from the Internal Revenue Service to the effect that the deduction limitation of Section 162(m) does not apply with respect to compensation to our named executive officers for services rendered to our operating partnership.

***Tax Gross-up Payments.*** As discussed above, under "Long-Term Equity Incentives," for any equity awards granted after December 31, 2008, we have discontinued the use of income tax gross-up payments made in connection with the vesting of restricted stock and other equity grants.

***LTIP Units.*** Under our 2010 Notional Unit Plan as well as both our 2005 Outperformance Plan and our 2006 Outperformance Plan, in lieu of issuing shares of restricted stock, we issued a separate class of units of limited partnership interest in our operating partnership, which we refer to as LTIP Units. LTIP Units are similar to common units in our operating partnership, which generally are economically equivalent to shares of our common stock, except that the LTIP Units are structured as "profits interests" for U.S. federal income tax purposes under current federal income tax law. As profits interests, LTIP Units generally only have value, other than with respect to the right to receive distributions, if the value of the assets of our operating partnership increases between the issuance of LTIP Units and the date of a book-up event for partnership tax purposes. If the value of the assets of our operating partnership increases sufficiently, the LTIP units can achieve full parity with common units in our operating partnership. If such parity is achieved, LTIP units may be converted, subject to the satisfaction of applicable vesting conditions, on a one-for-one basis into common units, which in turn are redeemable by the holder for cash or, at our election, on a one-for-one basis into shares of our common stock. LTIP Units are not entitled to distributions prior to being earned based on achievement against the performance-based hurdles contained in these plans. Once earned, these LTIP Units, whether vested or unvested, entitle the holder to receive distributions per unit from our operating partnership that are equivalent to the dividends paid per share on our common stock. In

Table of Contents

2008, our named executive officers agreed to the cancellation of their awards under our 2006 Outperformance Plan.

LTIP Units are intended to offer executives substantially the same long-term incentive as shares of restricted stock, with more favorable U.S. federal income tax treatment available for "profits interests" under current federal income tax law. More specifically, one key disadvantage of restricted stock is that executives are generally taxed on the full market value of a grant at the time of vesting, even if they choose to hold the stock. Conversely, under current federal income tax law, an executive would generally not be subject to tax at the time of issuance or vesting of an LTIP unit but only when he or she chooses to liquidate his or her LTIP Units. Therefore, an executive who wishes to hold his or her equity awards for the long term can generally do so in a more tax-efficient manner with LTIP Units. In light of the trade-offs between increased tax efficiency and incremental economic risk relating to the structure of the LTIP Units as profits interests due to their only having value upon a book-up event as described above as compared to restricted stock, we chose to use LTIP Units for our 2010 Notional Unit Plan, our 2005 Outperformance Plan and our 2006 Outperformance Plan. We believe that the use of LTIP Units in these plans has (i) enhanced our equity-based compensation package overall, (ii) advanced the goal of promoting long-term equity ownership by executives, (iii) not adversely impacted dilution as compared to restricted stock, and (iv) further aligned the interests of our executives with the interests of our stockholders. We also believe that these benefits outweigh the loss of the U.S. federal income tax business-expense deduction from the issuance of LTIP Units, as compared to restricted stock. Although we have chosen to use LTIP Units for our 2010 Notional Unit Plan, 2005 Outperformance Plan and our 2006 Outperformance Plan, we have not chosen to utilize LTIP Units for our other equity awards primarily because we have not viewed the additional economic risk associated with the structure of the LTIP Units as appropriate for our other equity awards, which do not include performance-based vesting hurdles based solely on our total return to stockholders.

*Accounting Treatment.* Beginning on January 1, 2003, we began accounting for stock-based payments through our equity incentive plans, including our Outperformance Plans, in accordance with the requirements of FASB ASC Topic 718.

*Funds from Operations (FFO).* We compute FFO in accordance with standards established by the National Association of Real Estate Investment Trusts, or NAREIT, which may not be comparable to FFO reported by other REITs that do not compute FFO in accordance with the NAREIT definition, or that interpret the NAREIT definition differently than we do. The revised White Paper on FFO approved by the Board of Governors of NAREIT in April 2002 defines FFO as net income (loss) (computed in accordance with GAAP), excluding gains (or losses) from debt restructuring and sales of properties, plus real estate related depreciation and amortization and after adjustments for unconsolidated partnerships and joint ventures. We present FFO because we consider it an important supplemental measure of our operating performance and believe that it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs. We also use FFO as one of several criteria to determine performance-based bonuses for members of our senior management. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization unique to real estate, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs and interest costs, providing perspective not immediately apparent from net income. FFO does not represent cash generated from operating activities in accordance with GAAP and should not be considered as an alternative to net income (determined in accordance with GAAP), as an indication of our financial performance or to cash flow from operating activities (determined in accordance with GAAP) as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to make cash distributions.



Table of Contents

*No Material Adverse Effect.* Based on our analysis of the foregoing, we have concluded that our compensation policies and procedures are not reasonably likely to have a material adverse effect on the Company.

**2010 Compensation Matters**

Similar to prior years, in 2010 the named executive officers will have the opportunity to earn annual incentive awards in the form of annual discretionary bonuses generally paid either in cash or stock based on the achievement of corporate financial objectives and individual performance. While the Compensation Committee has not established any specific fixed targets that would entitle the named executive officers to formulaic bonuses, the Committee has informed the named executive officers of several business objectives and goals the Committee will consider when evaluating corporate and individual performance for 2010 and determining annual incentive awards. For 2010, the Compensation Committee has informed the named executive officers that it will evaluate the following performance criteria, among others, as part of its determination of 2010 bonuses and:

Leasing performance, with the objective of signing leases covering over 1.5 million square feet of office space and achieving a mark-to-market on new leases within our New York City office portfolio of -5% to 5%;

Maintaining occupancy levels within our same-store combined New York City office portfolio of greater than 94%;

Asset management performance, including the repositioning of select properties such as 333 W. 34 Street and the retail space at 1515 Broadway in New York, New York;

Continued execution of prudent balance sheet management strategy and maintenance of appropriate liquidity levels, such as the generation of \$25 million of free cash flow available for, among other things, debt reduction after payment of all dividends;

Completion of approximately \$250 million or more of new investment activity;

Adherence to annual fiscal operating budget objectives; and

Total return to shareholders, both on an absolute basis and relative to the performance of the peer group and the REIT industry, with the objective of finishing in the top quartile of our peer group.

While the Compensation Committee will consider the above criteria, among others, as part of its 2010 performance evaluation process when it determines annual cash bonuses or equity awards for 2010, the Committee continues to retain discretion in determining the ultimate amounts, if any, and components of 2010 annual incentive awards and its historical practice of linking pay to performance in a non-formulaic manner. The Compensation Committee believes maintaining discretion in determining annual cash bonuses or equity awards is a prudent practice as it will provide the Committee with necessary flexibility to establish and adjust executive compensation levels based on corporate and individual performance and prevailing market and industry conditions.

**Compensation Committee Report**

The Compensation Committee of the Board of Directors of SL Green Realty Corp. has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, our Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this annual

Table of Contents

proxy statement and incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

Submitted by our Compensation Committee  
 John H. Alschuler, Jr. (Chairman)  
 Edwin Thomas Burton, III  
 John S. Levy

**Summary Compensation Table**

The following table\* sets forth information regarding the compensation paid to our Chief Executive Officer, our Chief Financial Officer and each of our three most highly compensated executive officers, other than our Chief Executive Officer and Chief Financial Officer, whose total compensation exceeded \$100,000 during the fiscal year ended December 31, 2009, or collectively, the "named executive officers".

| Name And Principal Position  | Year | Salary (\$) | Bonus (\$)   | Stock Awards(1)(2) (\$) | Option Awards(3) (\$) | All Other Compensation(4) (\$) | Total (\$)    |
|--|------|-------------|--------------|-------------------------|-----------------------|--------------------------------|---------------|
| Marc Holliday<br>Chief Executive Officer                                 | 2009 | \$ 715,341  | \$ 4,000,000 | \$ 5,279,408            |                       | \$ 1,420,202                   | \$ 11,414,951 |
|  | 2008 | \$ 824,446  | \$ 4,750,000 | \$ 2,500,000            |                       | \$ 1,026,889                   | \$ 9,101,335  |
|  | 2007 | \$ 600,000  | \$ 7,500,000 | \$ 3,190,190            |                       | \$ 3,599,090                   | \$ 14,889,280 |
| Stephen L. Green<br>Chairman of the Board                                | 2009 | \$ 600,000  | \$ 2,500,000 | \$ 2,466,168            |                       | \$ 1,087,602                   | \$ 6,653,770  |
|  | 2008 | \$ 600,000  | \$ 2,659,000 | \$ 4,182,335            |                       | \$ 1,027,173                   | \$ 8,468,508  |
|  | 2007 | \$ 600,000  |              | \$ 3,378,414            |                       | \$ 2,413,898                   | \$ 6,392,312  |
| Andrew Mathias<br>President and Chief Investment Officer                 | 2009 | \$ 500,000  | \$ 3,400,000 | \$ 3,704,214            |                       | \$ 926,300                     | \$ 8,530,514  |
|  | 2008 | \$ 500,000  | \$ 3,562,500 | \$ 1,874,955            |                       | \$ 487,620                     | \$ 6,425,075  |
|  | 2007 | \$ 500,000  | \$ 5,625,000 | \$ 11,821,266           | \$ 4,979,865          | \$ 1,735,100                   | \$ 24,661,231 |
| Gregory F. Hughes<br>Chief Operating Officer and Chief Financial Officer | 2009 | \$ 500,000  | \$ 2,300,000 | \$ 2,737,014            |                       | \$ 593,008                     | \$ 6,130,022  |
|  | 2008 | \$ 500,000  | \$ 2,375,000 | \$ 1,250,028            |                       | \$ 243,651                     | \$ 4,368,679  |
|  | 2007 | \$ 500,000  | \$ 3,750,000 | \$ 6,673,940            | \$ 3,319,910          | \$ 1,030,007                   | \$ 15,273,857 |
| Andrew S. Levine<br>Chief Legal Officer and General Counsel              | 2009 | \$ 350,000  | \$ 625,000   | \$ 938,343              |                       | \$ 191,108                     | \$ 2,104,451  |
|  | 2008 | \$ 350,000  | \$ 593,750   | \$ 312,530              |                       | \$ 96,789                      | \$ 1,353,069  |
|  | 2007 | \$ 350,000  | \$ 937,500   | \$ 2,439,179            | \$ 1,105,909          | \$ 387,819                     | \$ 5,220,407  |

\*

The columns for "Non-Equity Incentive Plan Compensation" and "Change in Pension Value and Nonqualified Deferred Compensation Earnings" have been omitted because they are not applicable.

(1)

Amounts shown do not reflect compensation actually received by the named executive officer. Instead, the amounts shown are the full grant date fair value of stock awards issued to the executives in 2009, 2008 and 2007, respectively. In accordance with SEC disclosure requirements, the amounts for 2009 include the full grant date fair value of the executives' allocation in the 2010 Notional Unit Plan, which were as follows: Mr. Holliday \$3,654,404; Mr. Green \$1,162,000; Mr. Mathias \$2,579,200; Mr. Hughes \$1,612,000; and Mr. Levine \$688,324. The grant date fair value of the notional units is computed in accordance with ASC 718, "Compensation Stock Compensation" by the use of a Monte Carlo simulation model. This model considers the probable outcomes of the market-based performance conditions governing the notional units. The analysis uses an assumed stock price volatility on the Company's common stock, risk-free interest rate, and total dividends over the three-year measurement period. The actual value of the executives' allocation in the Plan, if any, will be contingent upon the attainment of stock price appreciation targets over a three-year performance period ending November 30, 2012 and will be subject to two additional years of time-based vesting. Assuming that maximum performance is achieved under the 2010 Notional Unit Plan, the value of the awards made under the 2010 Notional Unit Plan in 2009 at the grant date would have been as follows: Mr. Holliday \$8,041,049; Mr. Green \$3,546,990; Mr. Mathias \$5,675,184; Mr. Hughes \$3,546,990; and Mr. Levine \$1,514,588. The assumptions used to calculate the grant date value of stock awards for 2009, 2008 and 2007 are set forth under Notes 2 and 6 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the SEC on February 16, 2010,

## Edgar Filing: SL GREEN REALTY CORP - Form DEF 14A

on Form 10-K for the year ended December 31, 2008, which was filed with the SEC on February 27, 2009, and on Form 10-K for the year ended December 31, 2007, which was filed with the SEC on February 27, 2008, respectively.

## Edgar Filing: SL GREEN REALTY CORP - Form DEF 14A

### Table of Contents

(2) For the value of stock awards that became vested during fiscal year 2009, see " Stock Awards Table Options Exercises and Stock Vested."

(3) The options granted in 2007 were forfeited by the grantees in 2008 when the named executive officers forfeited outstanding stock options with an exercise price above \$75.00. In accordance with SEC rules, the amounts shown reflect the full grant date fair value of stock options issued to the named executive officers in 2007 and do not reflect the compensation costs recognized by the Company during the fiscal years ended December 31, 2009 and 2008. The assumptions used to calculate the value of option awards granted in 2007 are set forth under Note 2 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007, which was filed with the SEC on February 27, 2008. No stock option awards were issued to the named executive officers in 2009 or 2008.

(4) The table below shows the components of this column, which include perquisites, tax gross-ups and loan forgiveness amounts.

| Name              | Year | Perquisites<br>(\$) | Tax Gross-Ups<br>\$(a) | Total "All Other<br>Compensation"<br>(\$) |
|-------------------|------|---------------------|------------------------|---|
| Marc Holliday     | 2009 | \$ 36,650(b)        | \$ 1,383,552           | \$ 1,420,202                              |
| Stephen L. Green  | 2009 | \$ 224,479(c)       | \$ 863,123             | \$ 1,087,602                              |
| Andrew Mathias    | 2009 | \$ 7,350(d)         | \$ 918,950             | \$ 926,300                                |
| Gregory F. Hughes | 2009 | \$ 7,350(d)         | \$ 585,658             | \$ 593,008                                |
| Andrew S. Levine  | 2009 | \$ 7,350(d)         | \$ 183,758             | \$ 191,108                                |

(a) Represents the cash payments made with respect to tax payments due upon the vesting of certain restricted stock awards made to the named executive officers. For awards granted after December 31, 2008, the Company discontinued its policy of providing income tax gross-ups with respect to vesting restricted stock awards.

(b) Represents (i) the Company's matching contributions with respect to amounts deferred by the named executive officer under our 401(k) plan (\$7,350), (ii) leased car payments (\$20,890) and (iii) life insurance premiums (\$8,410). The Company's 401(k) matching contributions are credited in the year subsequent to which employees make their contributions.

(c) Represents leased car and full-time driver payments.

(d) Represents the Company's matching contributions with respect to amounts deferred by the named executive officer under our 401(k) plan. The Company's 401(k) matching contributions are credited in the year subsequent to which employees make their contributions.

### **2009 Grants of Plan-Based Awards**

The following table sets forth certain information with respect to each grant of an award made to a named executive officer in the fiscal year ended December 31, 2009.

| Name                | Grant Date | Estimated Future Payouts Under Equity<br>Incentive Plan Awards (#)(1) |               |                | All Other<br>Stock<br>Awards;<br>Number of<br>Shares of<br>Stock<br>or Units (#) | Grant Date<br>Fair<br>Value of<br>Equity Awards<br>(\$) |
|---------------------|------------|---|---------------|----------------|--|---|
|                     |            | Threshold<br>(#)  | Target<br>(#) | Maximum<br>(#) |  |   |
| Marc Holliday       | 01/06/2009 |   |               |                | 68,973(2)  | \$ 1,625,004  |
|                     | 12/09/2009 | 64,200  | 122,834       | 171,159        |  | \$ 3,654,404  |
| Stephen L.<br>Green | 01/06/2009 |   |               |                | 36,255(2)  | \$ 854,168  |
|                     | 12/09/2009 | 28,319  | 54,183        | 75,500         |  | \$ 1,612,000  |
| Andrew Mathias      | 01/06/2009 |   |               |                | 47,751(2)  | \$ 1,125,014  |
|                     | 12/09/2009 | 45,311  | 86,694        | 120,800        |  | \$ 2,579,200  |
|                     | 01/06/2009 |   |               |                | 47,751(2)  | \$ 1,125,014  |

Edgar Filing: SL GREEN REALTY CORP - Form DEF 14A

|                      |            |        |        |        |           |              |
|----------------------|------------|--------|--------|--------|-----------|--------------|
| Gregory F.<br>Hughes | 12/09/2009 | 28,319 | 54,183 | 75,500 |           | \$ 1,612,000 |
| Andrew S.<br>Levine  | 01/06/2009 |        |        |        | 10,612(2) | \$ 250,019   |
|                      | 12/09/2009 | 12,092 | 23,136 | 32,239 |           | \$ 688,324   |

(1)

Represents awards made under the 2010 Notional Unit Plan. See "SL Green Realty Corp. 2010 Notional Unit Plan" for a description of the terms of the 2010 Notional Unit Plan. The "Threshold (#)" column represents the number of LTIP Units that would be earned if we achieved 25% stock price appreciation during the performance period under the 2010 Notional Unit Plan, which represents the minimum stock price appreciation that would entitle recipients to awards under the 2010 Notional Unit Plan. The "Maximum (#)" column represents the maximum number of LTIP Units that could be earned under the 2010 Notional Unit Plan. The "Target (#)" column represents the number of LTIP Units that would be

## Edgar Filing: SL GREEN REALTY CORP - Form DEF 14A

### Table of Contents

earned if we achieved the same per year percentage stock price appreciation during the three-year performance period under the 2010 Notional Unit Plan as we did during 2009, which equals approximately 93.98% stock price appreciation per year. Even though both the "Target (#)" and the "Maximum (#)" columns represent achievement of the maximum award under the 2010 Notional Unit Plan, the total number of LTIP Units set forth in the "Target (#)" column is less than the total number set forth in the "Maximum (#)" column. This results from the fact that the value of the total awards under the 2010 Notional Unit Plan is capped at \$75 million and, therefore, as the percentage stock price appreciation exceeds 50% during the relevant period, which is the case for the target percentage stock price appreciation, the total number of LTIP Units earned will be reduced as it will take fewer LTIP Units to achieve this \$75 million cap.

Grants were made pursuant to the 2005 Stock Option and Incentive Plan. The executives are entitled (i) to vote the underlying shares and (ii) to receive any cash dividends on shares of stock (whether or not then subject to restrictions) that have not been forfeited. See "Potential Payments Upon Termination or a Change in Control" below, for a discussion regarding potential acceleration of the restricted shares and a material description of the material terms of each named executive officer's employment agreement.

### **Outstanding Equity Awards at Fiscal Year-End 2009**

The following table sets forth certain information with respect to all outstanding equity awards held by each named executive officer at the fiscal year ended December 31, 2009.

| Name              | Option Awards   |   |   |                            |                        | Stock Awards  |  |   |  |
|-------------------|---|---|---|----------------------------|------------------------|---|--|---|--|
|                   | Number of Securities Underlying Unexercised Options (#) | Number of Securities Underlying Unexercised Options (#) | Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) | Equity Incentive Plan Awards; Market or Payout Value of Unearned Shares or Units or Other Rights That Have Not Vested (\$) |
| Marc Holliday     |   |   |   |                            |                        | 165,521(1)  | \$ 8,315,775   | 135,332(2)  | \$ 6,799,076   |
| Stephen L. Green  | 60,000  |   |   | \$ 29.53                   | 11/09/2011             |   |  |   |  |
|                   | 147,000   |   |   | \$ 28.10                   | 10/10/2012             | 119,797(3)  | \$ 6,018,601   | 54,183(4)   | \$ 2,722,177   |
| Andrew Mathias    |   |   |   |                            |                        | 130,468(5)  | \$ 6,554,712   | 104,861(6)  | \$ 5,268,194   |
| Gregory F. Hughes | 20,000  |   |   | \$ 43.25                   | 02/02/2014             | 91,356(7)   | \$ 4,589,725   | 59,517(8)   | \$ 2,990,158   |
| Andrew S. Levine  |   |   |   |                            |                        |   |  |   |  |