

VORNADO REALTY TRUST  
Form 8-K  
June 02, 2011

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):**

**May 26, 2011**

**VORNADO REALTY TRUST**

**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
(State or Other  
Jurisdiction of  
Incorporation)

**No. 001-11954**  
(Commission  
File Number)

**No. 22-1657560**  
(IRS Employer  
Identification No.)

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

**10019**  
(Zip Code)

**Registrant's telephone number, including area code: (212) 894-7000**

**Former name or former address, if changed since last report: N/A**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2.):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 26, 2011, Vornado Realty Trust (the “Company”) held its 2011 Annual Meeting of Shareholders (the “Meeting”). As of March 30, 2011, the record date for shareholders entitled to vote at the Meeting, there were 184,239,623 common shares of beneficial interest, par value \$0.04 per share (the “Shares”) outstanding and entitled to vote at the Meeting. Of the Shares entitled to vote at the Meeting, 166,203,563, or approximately 90% of the Shares were present or represented by proxy at the Meeting. There were seven matters presented and voted on at the Meeting. Set forth below is a brief description of each matter voted on at the Meeting and the voting results with respect to each such matter.

**Proposal 1 – Election of three nominees to serve on the Board of Trustees for a three-year term and until their respective successors are duly elected.**

Nominee	For	Withheld
Anthony W. Deering	70,375,194	85,673,874
Michael Lynne	76,639,577	79,409,491
Ronald G. Targan	75,713,439	80,335,629

**Proposal 2 – Ratification of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year 2011.**

	For	Against	Abstain
Votes Cast	164,823,297	1,339,151	32,115

**Proposal 3 – Non-binding advisory resolution on executive compensation.**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Votes Cast	85,043,371	70,946,795	58,902

**Proposal 4 – Non-binding advisory resolution on the frequency of executive compensation advisory votes.**

	<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>
Votes Cast	142,544,017	175,269	13,273,375	56,407

**Proposal 5 – Non-binding shareholder proposal regarding majority voting for the election of trustees.**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Votes Cast	123,827,946	32,043,101	178,021

**Proposal 6 – Non-binding shareholder proposal regarding appointment of an independent chairman.**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Votes Cast	79,026,537	76,841,690	180,841

**Proposal 7 – Non-binding shareholder proposal regarding establishing one class of trustees to be elected annually.**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Votes Cast	125,129,167	30,737,262	182,639

In addition to the three nominees who were re-elected at the Meeting to serve on the Company’s Board of Trustees, Steven Roth, Michael D. Fascitelli, Candace K. Beinecke, Robert P. Kogod, David Mandelbaum, Richard R. West and Russell B. Wight, Jr., continue to serve as Trustees after the meeting.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VORNADO REALTY TRUST**

(Registrant)

By: /s/ Joseph Macnow  
Name: Joseph Macnow  
Title: Executive Vice President -  
Finance and Administration and  
Chief Financial Officer (duly authorized officer  
and principal financial and accounting officer)

Date: June 2, 2011

