

SL GREEN REALTY CORP  
Form S-8 POS  
June 21, 2007

As filed with the Securities and Exchange Commission on June 21, 2007

Registration No. 333-143721

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**SL GREEN REALTY CORP.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of incorporation or organization)

**13-3956775**

(I.R.S. Employer Identification No.)

**420 Lexington Avenue, New York, New York 10170**

(Address of Principal Executive Offices) (Zip Code)

**AMENDED AND RESTATED 2005 STOCK OPTION AND INCENTIVE PLAN**

(Full Title of the Plan)

**Marc Holliday**

**SL Green Realty Corp.**

**420 Lexington Avenue**

**New York, New York 10170**

(Name and address of agent for service)

**(212) 594-2700**

(Telephone number, including area code, of agent for service)

*Copies to:*

**Larry P. Medvinsky, Esq.**

**Clifford Chance US LLP**

**31 West 52nd Street**

**New York, New York 10019**

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**EXPLANATORY NOTE**

This amendment relates to the Registration Statement on Form S-8 (File No. 333-143721) of SL Green Realty Corp. (the Company ) relating to the Amended and Restated 2005 Stock Option and Incentive Plan filed by the Company on June 13, 2007. The sole purpose of this amendment is to refile Exhibits 23.2 and 23.3.

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>           |
|---------------|------------------------------|
| 23.2*         | Consent of Ernst & Young LLP |
| 23.3*         | Consent of Ernst & Young LLP |

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\* Filed herewith.

1

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 21, 2007.

SL GREEN REALTY CORP.

By: /s/ MARC HOLLIDAY  
Name: Marc Holliday  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| <b>Signature</b>                   | <b>Title</b>  | <b>Date</b>   |
|------------------------------------|---|---------------|
| *<br>Stephen L. Green              | Chairman of the Board of Directors                  | June 21, 2007 |
| /s/ MARC HOLLIDAY<br>Marc Holliday | Chief Executive Officer and Director                | June 21, 2007 |
| *<br>Gregory F. Hughes             | Chief Operating Officer and Chief Financial Officer | June 21, 2007 |
| *<br>John H. Alschuler, Jr.        | Director  | June 21, 2007 |
| *<br>Edwin Thomas Burton, III      | Director  | June 21, 2007 |
| *<br>John S. Levy                  | Director  | June 21, 2007 |

\*By: /s/ ANDREW S. LEVINE  
Andrew S. Levine  
Attorney-in-fact

S-1

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