

Section 1: S-8 (VORNADO REALTY TRUST 1993 OMNIBUS SHARE PLAN)

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Exhibit Index on page 6

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 24, 1999

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VORNADO REALTY TRUST
(Exact Name of Registrant as Specified in Its Charter)

MARYLAND
(State or Other Jurisdiction of
Incorporation or Organization)

22-1657560
(IRS Employer
Identification Number)

PARK 80 WEST, PLAZA II, SADDLE BROOK, NEW JERSEY
(Address of Principal Executive Offices)

07663
(Zip Code)

VORNADO REALTY TRUST 1993 OMNIBUS SHARE PLAN
(Full Title of the Plan)

JOSEPH MACNOW
VORNADO REALTY TRUST
PARK 80 WEST, PLAZA II, SADDLE BROOK, NEW JERSEY 07663
(Name and Address of Agent for Service)

(201) 587-1000
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:
Alan Sinsheimer, Esq.
Sullivan & Cromwell
125 Broad Street
New York, New York 10004

CALCULATION OF REGISTRATION FEE

| Title Of Securities To Be Registered | Number Of Shares To Be Registered | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price(1) | Amount Of Registration Fee |
|---|-----------------------------------|--|--|----------------------------|
| Common Shares Of Beneficial Interest (Par Value \$.04 Per Share)..... | 7,000,000 | \$ 37.5625 | \$ 262,937,500 | \$ 73,097 |

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(1) Estimated solely for the purpose of calculating the registration fee. Such estimate has been computed in accordance with Rule 457(h) based upon the average of the high and low price of the Common Shares of Beneficial Interest of Vornado Realty Trust as reported on the New York Stock Exchange on June 21, 1999.

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STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

The contents of the Registrant's Registration Statement on Form S-8 (File No. 333-09159), as filed with the Securities and Exchange Commission on July 30, 1996, are hereby incorporated by reference.

ITEM 8. EXHIBITS.

EXHIBIT
NUMBER

DESCRIPTION

- | | |
|-----|--|
| 4.1 | Amended and Restated Declaration of Trust of the Company, amended April 3, 1997 (incorporated by reference to Exhibit 3.1 of Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-29011), filed on June 12, 1997) |
| 4.2 | Articles of Amendment of Declaration of Trust of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on April 22, 1998 (incorporated by reference to Exhibit 3.1 of Vornado Realty Trust's Current Report on Form 8-K dated April 22, 1998 (File No. 001-11954), filed on April 28, 1998) |
| 4.3 | Articles Supplementary classifying Vornado Realty Trust's \$3.25 Series A Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share (incorporated by reference to Exhibit 4.1 of Vornado Realty Trust's Current Report on Form 8-K/A, dated April 3, 1997 (File No. 001-11954), filed on April 8, 1997) |
| 4.4 | Articles Supplementary classifying Vornado Realty Trust's Series D-1 8.5% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value (incorporated by reference to Exhibit 3.1 of Vornado Realty Trust's Current Report on Form 8-K dated November 12, 1998 (File No. 001-11954), filed on November 30, 1998) |
| 4.5 | Articles Supplementary classifying additional Series D-1 8.5% Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value (incorporated by reference to Exhibit 3.2 of Vornado Realty Trust's Current Report on Form 8-K/A, dated November 12, 1998 (File No. 001-11954), filed on February 9, 1999) |
| 4.6 | Articles Supplementary classifying Vornado Realty Trust's 8.5% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value (incorporated by reference to Exhibit 3.3 of Vornado Realty Trust's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999) |
| 4.7 | Articles Supplementary classifying Vornado Realty Trust's 8.5% Series C Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value (incorporated by reference to Exhibit 3.7 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on May 19, 1999) |
| 4.8 | By-laws of Vornado Realty Trust, as amended on April 28, 1997 (incorporated by reference to Exhibit 3(b) of Vornado Realty Trust's Quarterly Report on Form 10-Q for the period ended March 31, 1997 (File No. 001-11954), filed on May 14, 1997) |

- 4.9 Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of October 20, 1997 (the "Partnership Agreement") (incorporated by reference to Exhibit 3.4 of Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1997 (File No. 001-11954), filed on March 31, 1998)
- 4.10 Amendment, dated as of December 16, 1997, to the Partnership Agreement (incorporated by reference to Exhibit 3.5 of Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1997 (File No. 001-11954), filed on March 31, 1998)
- 4.11 Second Amendment, dated as of April 1, 1998, to the Partnership Agreement (incorporated by reference to Exhibit 3.5 of Vornado Realty Trust's Registration Statement on Form S-3 (File No. 333-50095), filed on April 14, 1998)
- 4.12 Third Amendment, dated as of November 12, 1998, to the Partnership Agreement (incorporated by reference to Exhibit 3.2 of Vornado Realty Trust's Current Report on Form 8-K, dated November 12, 1998 (File No. 1-11954), filed on November 30, 1998)

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- 4.13 Fourth Amendment to the Partnership Agreement, dated as of November 30, 1998 (incorporated by reference to Exhibit 3.1 of Vornado Realty Trust's Current Report on Form 8-K, dated December 1, 1998 (File No. 1-11954), filed on February 9, 1999)
- 4.14 Exhibit A to the Partnership Agreement, dated as of December 22, 1998 (incorporated by reference to Exhibit 3.4 of Vornado Realty Trust's Current Report on form 8-K/A, dated November 12, 1998 (File No. 1-11954), filed on February 9, 1999)
- 4.15 Fifth Amendment to the Partnership Agreement, dated as of March 3, 1999 (incorporated by reference to Exhibit 3.1 of Vornado Realty Trust's Current Report on Form 8-K, dated March 3, 1999 (File No. 1-11954), filed on March 17, 1999)
- 4.16 Vornado Realty Trust's 1993 Omnibus Share Plan, as amended (incorporated by reference to Exhibit 4.1 of Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-29011), filed on June 12, 1997)
- 4.17 Specimen certificate representing Vornado Realty Trust's Common Shares of Beneficial Interest (incorporated by reference to Amendment No. 1 to Vornado Realty Trust's Registration Statement on Form S-3 (File No. 33-62395), filed on October 26, 1995)
- 4.18 Specimen certificate evidencing Vornado Realty Trust's \$3.25 Series A Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share, no par value (incorporated by reference to Exhibit 4.2 of Vornado Realty Trust's Current Report on Form 8-K, dated April 3, 1997 (File No. 001-11954), filed on April 8, 1998)
- 4.19 Specimen certificate evidencing Vornado Realty Trust's 8.5% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value (incorporated by reference to Exhibit 4.2 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on March 15, 1999)
- 4.20 Specimen certificate evidencing Vornado Realty Trust's 8.5% Series C Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value (incorporated by reference to Exhibit 4.2 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on May 19, 1999)

- 5.1 Opinion of Ballard Spahr Andrews & Ingersoll, LLP
- 23.1 Consent of Ballard Spahr Andrews & Ingersoll, LLP (included in its opinion filed as Exhibit 5.1)
- 23.2 Consents of Deloitte & Touche LLP
- 23.3 Consent of Friedman Alpren & Green LLP
- 23.4 Consent of Sharrard, McGee & Co., P.A.
- 23.5 Consent of KPMG LLP
- 24.1 Powers of Attorney (included on page 5)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Vornado Realty Trust 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 Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Saddle Brook and State of New Jersey, on June 24, 1999.

VORNADO REALTY TRUST,
a Maryland real estate investment trust

By: /s/ Irwin Goldberg

Irwin Goldberg
Vice President - Chief Financial Officer
(Principal Financial and Accounting Officer)

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven Roth, Michael D. Fascitelli, Joseph Macnow and Irwin Goldberg, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement and any and all registration statements necessary to register additional securities, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|---|--|---------------|
| /s/ Steven Roth ----- Steven Roth | Chairman of the Board of Trustees (Principal Executive Officer) | June 24, 1999 |

| | | |
|---|--|---------------|
| /s/ Michael D. Fascitelli ----- Michael D. Fascitelli | President and Trustee | June 24, 1999 |
| /s/ Irwin Goldberg ----- Irwin Goldberg | Vice President - Chief Financial Officer (Principal Financial and Accounting Officer) | June 24, 1999 |
| /s/ David Mandelbaum ----- David Mandelbaum | Trustee | June 24, 1999 |
| /s/ Stanley Simon ----- Stanley Simon | Trustee | June 24, 1999 |
| /s/ Ronald G. Targan ----- Ronald G. Targan | Trustee | June 24, 1999 |
| /s/ Richard R. West ----- Richard R. West | Trustee | June 24, 1999 |
| /s/ Russell B. Wight, Jr. ----- Russell B. Wight, Jr. | Trustee | June 24, 1999 |

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EXHIBIT INDEX

| Exhibit Number | Description |
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| 4.2. | Articles of Amendment of Declaration of Trust of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on April 22, 1998 (incorporated by reference to Exhibit 3.1 of Vornado Realty Trust's Current Report on Form 8-K dated April 22, 1998 (File No. 001-11954), filed on April 28, 1998) |
| 4.3. | Articles Supplementary classifying Vornado Realty Trust's \$3.25 Series A Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share (incorporated by reference to Exhibit 4.1 of Vornado Realty Trust's Current Report on Form 8-K/A, dated April 3, 1997 (File No. 001-11954), filed on April 8, 1997) |
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| 4.5. | Articles Supplementary classifying additional Series D-1 8.5% Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value (incorporated by reference to Exhibit 3.2 of Vornado Realty Trust's Current Report on Form 8-K/A, dated November 12, 1998 (File No. 001-11954), filed on February 9, 1999) |

- 4.6. Articles Supplementary classifying Vornado Realty Trust's 8.5% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value (incorporated by reference to Exhibit 3.3 of Vornado Realty Trust's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999)
- 4.7. Articles Supplementary classifying Vornado Realty Trust's 8.5% Series C Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value (incorporated by reference to Exhibit 3.7 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on May 19, 1999)
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- 4.18. Specimen certificate evidencing Vornado Realty Trust's \$3.25

Series A Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share, no par value (incorporated by reference to Exhibit 4.2 of Vornado Realty Trust's Current Report on Form 8-K, dated April 3, 1997 (File No. 001-11954), filed on April 8, 1998)

- 4.19. Specimen certificate evidencing Vornado Realty Trust's 8.5% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value (incorporated by reference to Exhibit 4.2 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on March 15, 1999)
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- 23.5 Consent of KPMG LLP
- 24.1 Powers of Attorney (included on page 5)

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Section 2: EX-5.1 (OPINION OF BALLARD SPAHR ANDREWS & INGERSOLL, LLP)

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Exhibit 5.1

[Letterhead of Ballard Spahr Andrews & Ingersoll, LLP]

FILE NUMBER
804678

June 24, 1999

Vornado Realty Trust
Park 80 West, Plaza II
Saddle Brook, New Jersey 07663

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to Vornado Realty Trust, a Maryland real estate investment trust (the "Company"), in connection with certain matters of Maryland law arising out of the registration of 7,000,000 common shares of beneficial interest, \$.04 par value per share, of the Company (the "Shares") covered by the above-referenced Registration Statement (the "Registration Statement"), under the Securities Act of 1933, as amended (the "1933 Act"). The Shares are to be issued by the Company pursuant to the Vornado Realty Trust 1993 Omnibus Share Plan, as amended (the "Plan"). Capitalized terms used but not defined herein shall have the meanings given to them in the Registration Statement.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement, filed with the Securities and Exchange Commission (the "Commission"), pursuant to the Securities Act of 1933, as amended (the "1933 Act"), and the related form of prospectus in the form in which it will be sent or given to employees of the Company in accordance with Rule 428(b)(1) under the 1933 Act;

2. The Amended and Restated Declaration of Trust of the Company, as amended (the "Declaration of Trust"), certified

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Vornado Realty Trust

June 24, 1999

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as of a recent date by the State Department of Assessments and Taxation of Maryland (the "SDAT");

3. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;

4. Resolutions adopted by the Board of Trustees of the Company relating to (i) the amendment of the Plan to increase the number of shares of beneficial interest which may be issued pursuant to options granted under the Plan and (ii) the issuance and registration of the Shares, certified as of the date hereof by an officer of the Company;

5. A draft of minutes of the Annual Meeting of the Company, held June 2, 1999, at which resolutions were adopted by the shareholders of the Company relating to the amendment of the Plan to increase the number of shares of beneficial interest which may be issued pursuant to options granted under the Plan, certified as of the date hereof by an officer of the Company;

6. A specimen of the certificate evidencing a common share of beneficial interest of the Company, certified as of the date hereof by an officer of the Company;

7. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;

8. A certificate executed by an officer of the Company, dated as of the date hereof;

9. The Plan; and

10. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth in this letter, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed, and so far as is known to us there are no facts inconsistent with, the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

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Vornado Realty Trust
June 24, 1999
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2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of any Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued or transferred in violation of any restriction or limitation contained in the Declaration of Trust.

The phrase "known to us" is limited to the actual knowledge, without independent inquiry, of the lawyers at our firm who have performed legal services in connection with the issuance of this opinion.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a real estate investment trust duly formed and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The Shares have been duly authorized for issuance pursuant to the Plan and, when and if issued and delivered against payment therefor in the manner described in the Plan, the Registration Statement and the resolutions of the Board of

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Vornado Realty Trust
June 24, 1999
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Trustees of the Company authorizing their issuance, will be (assuming that the sum of (i) all shares of beneficial interest issued as of the date hereof, (ii) any shares of beneficial interest issued between the date hereof and any date on which the Shares are actually issued (not including the Shares) and (iii) the Shares will not exceed the total number of shares of beneficial interest that the Company is then authorized to issue) validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the substantive laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by any jurisdiction other than the State of Maryland, we do not express any opinion on such matter.

We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you solely for submission to the Commission as an exhibit to the Registration Statement and, accordingly, may not be relied upon by, quoted in any manner to, or delivered to any other person or entity without, in each instance, our prior written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Ballard Spahr Andrews & Ingersoll, LLP

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Section 3: EX-23.2 (CONSENTS OF DELOITTE & TOUCHE LLP)

1

EXHIBIT 23.2

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Vornado Realty Trust on Form S-8 of our report dated March 24, 1999, appearing in the Annual Report on Form 10-K of Vornado Realty Trust for the year ended December 31, 1998.

/s/ Deloitte & Touche LLP

Parsippany, New Jersey
June 23, 1999

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INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Vornado Realty Trust on Form S-8 of our report dated March 20, 1998 on the statement of revenues and certain expenses of 888 7th Avenue, for the year ended December 31, 1997, which report appears in the Form 8-K of Vornado Realty Trust, dated August 12, 1998 and filed with the Securities and Exchange Commission on February 12, 1999.

/s/ Deloitte & Touche LLP

New York, New York
June 23, 1999

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Section 4: EX-23.3 (CONSENT OF FRIEDMAN ALPREN & GREEN LLP)

1

EXHIBIT 23.3

[Letterhead of Friedman Alpren & Green LLP]

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Vornado Realty Trust on Form S-8 of our report dated July 30, 1998 on the statement of revenues and certain expenses of 689 Fifth Avenue, New York, New York, for the year ended December 31, 1997, which report appears in the Form 8-K of Vornado Realty Trust, dated August 12, 1998 and filed with the Securities and Exchange Commission on February 12, 1999.

/s/ Friedman Alpren & Green LLP

New York, New York
June 18, 1999

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Section 5: EX-23.4 (CONSENT OF SHARRARD, MCGEE & CO., P.A.)

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EXHIBIT 23.4

[Letterhead of Sharrard, McGee & Co., P.A.]

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference into this Registration Statement of Vornado Realty Trust on Form S-8 of our report dated September 30, 1998 on the statement of income and expense of certain properties of Market Square Limited Partnership for the year ended December 31, 1997 and our compilation report dated November 12, 1998 on the statement of income and expense of certain properties of Market Square Limited Partnership for the nine months ended September 30, 1998 and 1997, which reports appear in the Form 8-K of Vornado Realty Trust, dated August 12, 1998 and filed with the Securities and Exchange Commission on February 12, 1999.

/s/ Sharrard, McGee & Co., P.A.

High Point, North Carolina
June 24, 1999

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Section 6: EX-23.5 (CONSENT OF KPMG LLP)

1

EXHIBIT 23.5

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference into this Registration Statement on Form S-8 of Vornado Realty Trust of our report dated March 20, 1998, with respect to the consolidated balance sheets of Mendik Real Estate Limited Partnership and consolidated venture as of December 31, 1997 and 1996, and the related consolidated statements of operations, partners' capital (deficit), and cash flows for each of the years in the three-year period ended December 31, 1997, which report is incorporated by reference in the Form 8-K of Vornado Realty Trust, dated August 12, 1998 and filed with the Securities and Exchange Commission on February 12, 1999.

/s/ KPMG LLP

Boston, Massachusetts
June 23, 1999

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