GRAMERCY CAPITAL CORP

Form 4/A April 18, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SL GREEN REALTY CORP

2. Issuer Name and Ticker or Trading

GRAMERCY CAPITAL CORP

Symbol

[GKK]

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Director Officer (give title below)

10% Owner Other (specify

420 LEXINGTON AVENUE

04/11/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

04/15/2008

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

NEW YORK, NY 10170

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Execution Date, if Security (Month/Day/Year) (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Indirect Beneficially Beneficial (D) or Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) or Amount (D)

A

Transaction(s)

(Instr. 3 and 4) Price

Common Stock

04/11/2008

644,787 Α (1)

Code

\$0 $8,269,370 \stackrel{(1)}{=} I$

See Footnote

(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities		ate	7. Titl Amou Under Secur	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own
	Security				Acquired (A) or			(======================================			Follo Repo
					Disposed of (D)						Trans (Instr
					(Instr. 3, 4, and 5)						
						Date	Expiration	TC:41	Amount		
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
SL GREEN REALTY CORP							
420 LEXINGTON AVENUE		X					
NEW YORK, NY 10170							

Signatures

Andrew S.
Levine

**Signature of Reporting Person

O4/18/2008

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 4A is being filed to correct the amount of securities acquired listed in Box 4 of Table I from 684,301 to 644,787 and the amount of securities beneficially owned listed in Box 5 of Table I from 8,308,884 to 8,269,370.
- (2) The reporting person is the general partner of SL Green Operating Partnership, L.P., the partnership that owns the reported securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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