

PRIME GROUP REALTY TRUST
Form SC 13D/A
December 21, 2001

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

SCHEDULE 13D
(Rule 13d-101)

(Amendment No. 3)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Prime Group Realty Trust

(Name of Issuer)

Common Shares of Beneficial Interest,
par value \$0.01 per share

(Title of Class of Securities)

74158J103

(CUSIP Number)

Joseph Macnow
Vornado Realty Trust

888 Seventh Avenue
New York, New York 10019
(212) 894-7000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

With a copy to:
William G. Farrar
Alan Sinsheimer
Sullivan & Cromwell

125 Broad Street
New York, New York 10004
(212) 558-4000

December 21, 2001

(Date of Event Which Requires Filing of This Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions

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of the Exchange Act.

(Continued on following pages)
(Page 1 of 7 Pages)

CUSIP NO. 74158J103

PAGE 2 OF 7 PAGES

1. NAME OF REPORTING PERSON: Vornado Realty Trust
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 22-
1657560

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS:
AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Maryland

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER
0

8. SHARED VOTING POWER
7,944,893

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
7,944,893

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,944,893

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
33.6% as calculated in accordance with Rule 13d-3(d) (1)

14. TYPE OF REPORTING PERSON
OO (real estate investment trust)

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PAGE 3 OF 7 PAGES

1. NAME OF REPORTING PERSON: Vornado Realty L.P.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 13-
3925979

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 0
	8. SHARED VOTING POWER 7,944,893
	9. SOLE DISPOSITIVE POWER 0
	10. SHARED DISPOSITIVE POWER 7,944,893

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,944,893

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
33.6% as calculated in accordance with Rule 13d-3(d)(1)

14. TYPE OF REPORTING PERSON
PN

-3-

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1. NAME OF REPORTING PERSON: Vornado PS, L.L.C.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

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-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS:
AF
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
-
- | | | | |
|--|--|-----|---------------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | | 7. | SOLE VOTING POWER
0 |
| | | | |
| | | 8. | SHARED VOTING POWER
7,944,893 |
| | | | |
| | | 9. | SOLE DISPOSITIVE POWER
0 |
| | | | |
| | | 10. | SHARED DISPOSITIVE POWER
7,944,893 |
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,944,893
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
33.6% as calculated in accordance with Rule 13d-3(d) (1)
-
14. TYPE OF REPORTING PERSON
OO (limited liability company)

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AMENDMENT NO. 3 TO SCHEDULE 13D
RELATING TO THE COMMON SHARES OF BENEFICIAL INTEREST OF
PRIME GROUP REALTY TRUST

Vornado Realty Trust ("Vornado"), Vornado Realty L.P. (the "Operating Partnership") and Vornado PS, L.L.C. ("Vornado PS" and, collectively with Vornado and the Operating Partnership, the "Reporting Persons") hereby amend their Statement on Schedule 13D filed with respect to the Common Shares of Beneficial Interest, par value \$0.01 per share ("Common Shares"), of Prime Group Realty Trust, a Maryland real estate investment trust (the "Issuer"). This Amendment No. 3 to Schedule 13D ("Amendment No. 3") should be read in conjunction with the Statement on Schedule 13D of the Reporting Persons filed on November 2, 2001 (the "Initial Schedule 13D"), as amended by Amendment No. 1 to Schedule 13D of the Reporting Persons filed on November 20, 2001 and by Amendment No. 2 to Schedule 13D of the Reporting Persons filed on December 19,

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2001 (as so amended, the "Schedule 13D"). This Amendment No. 3 amends the Schedule 13D only with respect to the items listed below. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meaning ascribed to them in the Initial Schedule 13D.

Pursuant to Rule 13d-4 under the Exchange Act, each of the Reporting Persons declares that the filing of this statement shall not be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any Common Shares.

Any disclosures made herein with respect to persons other than the Reporting Persons are made on information and belief after making appropriate inquiry.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended by adding the following paragraph at the end thereof:

On December 21, 2001, Vornado PS and the Operating Partnership delivered to the Issuer's Board letters from Michael W. Reschke and Richard S. Curto resigning from the Board of Trustees of the Issuer and each similar governing body of each entity controlled by the Issuer and from each office held by them with the Issuer and each entity controlled by the Issuer. These resignation letters had previously been delivered to, and held in escrow by, the Operating Partnership pursuant to the terms of the documentation relating to the Subordinated Loan, and the Operating Partnership became entitled to deliver these letters upon commencement of the Borrower's bankruptcy proceedings that have been previously reported. As previously reported, on November 14, 2001, Mr. Reschke and various affiliated entities filed a Schedule 13D amendment in which they claimed that he and Mr. Curto have rescinded these resignations. As also previously reported, the Reporting Persons do not believe that Messrs. Reschke and Curto have the power to revoke these resignations, and do not believe that these purported rescissions were effective.

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For more information concerning such letters of resignation, see Item 6.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by adding the following sentence at the end of paragraph (c) thereof:

No transactions in the Common Shares were effected by Reporting Persons since December 19, 2001, except to the extent that such transactions may be deemed to have occurred as described in Item 4.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this amendment to Schedule 13D is true, complete and correct.

Dated: December 21, 2001

VORNADO REALTY TRUST

By: /s/ Joseph Macnow

Name: Joseph Macnow
Title: Executive Vice
President-Finance and
Administration, Chief
Financial Officer

VORNADO REALTY L.P.

By: VORNADO REALTY TRUST,
its general partner

By: /s/ Joseph Macnow

Name: Joseph Macnow
Title: Executive Vice
President-Finance and
Administration, Chief
Financial Officer

VORNADO PS, L.L.C.

By: VORNADO REALTY L.P.,
its sole member

By: VORNADO REALTY TRUST,
its general partner

By: /s/ Joseph Macnow

Name: Joseph Macnow
Title: Executive Vice
President-Finance and
Administration, Chief
Financial Officer