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VORNADO OPERATING CO

Form 8-K

February 23, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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):  
February 23, 2004

VORNADO OPERATING COMPANY  
(Exact name of registrant as specified in charter)

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| Delaware<br>(State or other<br>jurisdiction of<br>incorporation) | 001-14525<br>(Commission<br>File Number) | 22-3569068<br>(IRS Employer<br>Identification No.) |
|--|--|--|

|  |                     |
|--|---------------------|
| 888 Seventh Avenue<br>New York, New York<br>(Address of principal executive offices) | 10019<br>(Zip Code) |
|--|---------------------|

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

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

Item 5. Other Events and Regulation FD Disclosure

On February 23, 2004, Vornado Operating Company and Crescent Operating, Inc. issued a joint press release. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits

(c) Exhibits

The following document is filed as an exhibit to this report:

99.1 - Press release, dated February 23, 2004

SIGNATURES

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 thereunto duly authorized.

VORNADO OPERATING COMPANY

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(Registrant)

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By: /s/ Joseph Macnow

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Joseph Macnow  
Executive Vice President - Finance and  
Administration and Chief Financial Officer

Date: February 23, 2004