MACK DAVID S

Form 4 August 22, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MACK DAVID S

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

MACK CALI REALTY CORP

[CLI]

(Check all applicable)

(Middle)

(Last)

3. Date of Earliest Transaction

(Month/Day/Year) 08/18/2006

Officer (give title

X_ Director

10% Owner Other (specify

C/O MACK-CALI REALTY CORPORATION, 11 COMMERCE

(Street)

(First)

DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

CRANFORD, NJ 07016

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned (D) or Following Reported (Instr. 4)

I

Indirect Ownership Form: Direct Beneficial Ownership Indirect (I) (Instr. 4)

7. Nature of

Transaction(s)

(Instr. 3 and 4) (D) Price Code V Amount

(A)

Common 08/18/2006 Stock

J(1)50,000 50,000 (3)

By Charitable Foundation

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Am Underlying Sec (Instr. 3 and 4) |
|---|---|--------------------------------------|---|--|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | A Or Title N |
| Units of Limited Partnership Interest | \$ 0 (2) | 08/18/2006 | | <u>J(1)</u> | 50,000 | 08/08/1988 <u>(4)</u> 08/08/1988 <u>(4)</u> | Common 5 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MACK DAVID S C/O MACK-CALI REALTY CORPORATION 11 COMMERCE DRIVE CRANFORD, NJ 07016



Signatures

/s/ David S. 08/22/2006 Mack

**Signature of Date
Reporting Person

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).
- Shares of common stock of Mack-Cali Realty Corporation (the "Corporation") were issued upon redemption of Units of Limited

 (1) Partnership Interest (the "Corporation") of Mack Cali Realty I. P. a Delaware limited partnership through which the Corporation
- (1) Partnership Interest (the "Common Units") of Mack-Cali Realty, L.P., a Delaware limited partnership through which the Corporation conducts its real estate activities (the "Operating Partnership").
- (2) The Common Units are redeemable on a one-for-one basis for shares of common stock of the Corporation.
- Represents shares of the Corporation's common stock held by the David and Sondra Mack Foundation (the "Foundation"), a charitable foundation of which the reporting person is a trustee. Pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, as amended, the reporting person disclaims beneficial ownership of the shares of common stock held by the Foundation. The ownership amounts reported exclude 1,200 shares of the Corporation's common stock directly beneficially owned by the reporting person.
- (4) The right to convert Common Units of the Operating Partnership is not subject to expiration.
- (5) Reported amount excludes the following securities directly beneficially owned by the reporting person: (i) 1,956,947.38 Common Units; (ii) 1,707.311 phantom stock units; and (iii) options to purchase 5,000 shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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