#### Edgar Filing: THOMAS ROGER W - Form 4

THOMAS R	OGER W											
Form 4	012											
January 04, 2	Л										PPROVAL	
					OMMISSION	OMB Number:	3235-0287					
Check thi if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er <b>STAT</b> 6. Filed p <sup>15</sup> Section	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> 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									January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type R	lesponses)											
1. Name and A THOMAS R	2. Issuer Name <b>and</b> Ticker or Trading Symbol MACK CALI REALTY CORP [CLI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O MACK CORPORAT STREET	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2013						Director 10% Owner X_ Officer (give title Other (specify below) below) EVP, Gen Counsel and Secretary					
	(Street)	Street) 4. If Amendm Filed(Month/D				e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
EDISON, NJ 08837									Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non	ı-De	erivative So	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction 1 (Month/Day/Yo	ear) Executio any		Code (Instr. 3	8)	n(A) or Dis (D) (Instr. 3, 4	posed and 5 (A) or	of 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/07/2012			Code $G^{(1)}$	v V	Amount 475 (1)	(D) D	Price \$ 0 (1)		D		
Common Stock	01/02/2013			A <u>(2)</u>		41,000 (2)	А	\$ 0 (2)	190,456	D		

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Phantom Stock Units	\$ 0 <u>(3)</u>	01/02/2013		A <u>(4)</u>	3,333.333	12/31/2013	08/08/1988(5)	Common Stock	3,3

# **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
THOMAS ROGER W C/O MACK-CALI REALTY CORPORATION 343 THORNALL STREET EDISON, NJ 08837			EVP, Gen Counsel and Secretary					

## Signatures

/s/ Roger W. 01/04/2013 Thomas

<u>\*\*</u>Signature of Reporting Person 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) On December 7, 2012, the reporting person gifted 475 shares of common stock to an educational institution.
- On January 2, 2013, the reporting person was issued 41,000 restricted shares of common stock pursuant to the 2004 Incentive Stock Plan
   (2) of Mack-Cali Realty Corporation. The shares may vest, subject to the attainment of annual performance goals, on January 1 each year from 2014 through 2018, in five, equal annual installments of 8,200 shares commencing on January 1, 2014.

(3) The phantom stock units shall be settled solely in cash based on the fair market value of an equal number of shares of common stock of Mack-Cali Realty Corporation (the "Company") on the earliest to occur of any of the following triggering events (each, a "Triggering Event"): (a) the reporting person's death or "disability"; (b) the date of the reporting person's separation from service to the Company; and (c) the effective date of a "change in control", in each case as such terms are defined in the reporting person's employment agreement.

- (4) The phantom stock units were issued pursuant to a Multi-Year Deferred Compensation Agreement and shall vest, subject to the reporting person's continued employment with the Company, on December 31, 2013.
- (5) The phantom stock units are not subject to expiration and shall become payable within 30 days after the earliest to occur of any Triggering Event.

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.