MACK CALI REALTY CORP

Form 4 July 08, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

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

MACK CALI REALTY CORP

[CLI]

Symbol

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction (Month/Day/Year)

07/03/2013

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

10% Owner

Other (specify

(Last) (First)

C/O MACK-CALI REALTY CORPORATION, 343 THORNALL

STREET

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

Officer (give title

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

EDISON, NJ 08837

(City)

1.Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

(Middle)

Execution Date, if

(Month/Day/Year)

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

3. 4. Securities TransactionAcquired (A) or Code

Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

(A)

Code V Amount (D) Price

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

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(9-02)

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

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4.

Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	execution Date, if any (Month/Day/Year)	Code	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	urities (Month/Day/Year) uired (A) or cosed of (D)		(Instr. 3 and 4)	
				Code V		Date Exercisable	Expiration Date	Title	An Nu Sh
Phantom Stock Units	\$ 0 (1)	07/03/2013		A	791.902 (2)	08/08/1988(3)	08/08/1988(3)	Common	¹ 79

5. Number of

6. Date Exercisable and Expiration

7. Title and Amo

Underlying C

Reporting Owners

Reporting Owner Name / Address	Keiationsnips					
	Director	10% Owner	Officer	Other		
L CYL D LYYDD C						

3. Transaction Date 3A. Deemed

MACK DAVID S C/O MACK-CALI REALTY CORPORATION 343 THORNALL STREET EDISON, NJ 08837



Signatures

1. Title of

/s/ David S. 07/08/2013

**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).
- (1) The phantom stock units convert to common stock on a one-for-one basis.
- (2) The number of phantom stock units awarded is comprised of a quarterly director's fee earned and a quarterly dividend credited on cumulative phantom stock units under the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors.
- The phantom stock units were accrued under the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors and are to be settled 100% in Mack-Cali Realty Corporation common stock upon the termination of the reporting person's service on the Board of Directors of Mack-Cali Realty Corporation or upon a change in control of Mack-Cali Realty Corporation.
 - Reported amount excludes the following securities directly beneficially owned by the reporting person: (i) 1,756,947 common units of limited partnership interest of Mack-Cali Realty, L.P. ("Common Units"); and (ii) options to purchase 5,000 shares of common stock.
- (4) Reported amount also excludes 200,000 Common Units 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, the reporting person disclaims beneficial ownership of all of the Common Units held by the Foundation.

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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