

DeMarco Michael J.
Form 4
October 05, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DeMarco Michael J.

2. Issuer Name **and** Ticker or Trading
Symbol
MACK CALI REALTY CORP
[CLI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MACK-CALI REALTY
CORPORATION, HARBORSIDE 3,
210 HUDSON ST., STE. 400

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Executive Officer

(Street)
JERSEY CITY, NJ 07311

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
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Units	10/03/2017		A ⁽¹⁾⁽²⁾	56.13 <u>(1)</u> <u>(2)</u>	(A) or (D) Price \$ 0 <u>(1)</u> <u>(2)</u>	19,710.04 ⁽³⁾	D

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

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information contained in this form are not
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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Stock Units	\$ 0 ⁽⁴⁾	10/03/2017		A ⁽⁴⁾	505.18	⁽⁵⁾ ⁽⁵⁾	Common Stock 505.18

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DeMarco Michael J.
C/O MACK-CALI REALTY CORPORATION
HARBORSIDE 3, 210 HUDSON ST., STE. 400
JERSEY CITY, NJ 07311

Chief Executive Officer

Signatures

/s/ Michael J.
DeMarco 10/05/2017

 **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).

On June 5, 2015 (the "Grant Date"), the reporting person was issued 18,775.27 restricted stock units ("RSUs") which shall vest in three equal, annual installments commencing June 5, 2016. Each RSU represents a contingent right to receive one share of common stock of

(1) Mack-Cali Realty Corporation (the "Company"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on the Company's common stock. On October 3, 2017, the record date for the Company's quarterly dividend on its common stock (the "Dividend Record Date"), 56.13 dividend equivalent rights at \$23.63 per RSU were credited to the reporting person's account.

(2) The RSUs attributable to dividend equivalents shall vest when, and to the extent, the underlying RSUs are vested.

(3) Reported amount includes 13,022 vested RSUs that have been settled in shares of common stock and 6,688.04 unvested RSUs (including unvested dividend equivalents with respect to such unvested RSUs).

On the Grant Date, the reporting person was granted 56,325.82 performance stock units ("PSUs") which shall vest based on the degree to which a relative total shareholder return target is attained for the three year performance period commencing on the Grant Date. Each

(4) PSU represents a contingent right to receive one share of the Company's common stock. Dividend equivalent rights accrue with respect to these PSUs when and as dividends are paid on the Company's common stock. On the Dividend Record Date, 505.18 dividend equivalent rights at \$23.63 per PSU were credited to the reporting person's account.

(5) The PSUs attributable to dividend equivalents shall vest when, and to the extent, the underlying PSUs are vested.

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- Reported amounts exclude the following securities directly beneficially owned by the reporting person: (i) options to purchase 400,000 shares of the Company's common stock, (ii) 118,989 Class A LTIP Units of the Operating Partnership, (iii) 23,041 Class B LTIP Units of the Operating Partnership, (iv) 196,482 Class C LTIP Units of the Operating Partnership, and (v) 32,443 Class D LTIP Units of the Operating Partnership. Subject to certain vesting conditions, all classes of LTIP Units of the Operating Partnership may be converted to Common Units on a one-for-one basis, which are redeemable for shares of common stock of the Company on a one-for-one basis.
- (6)

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

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