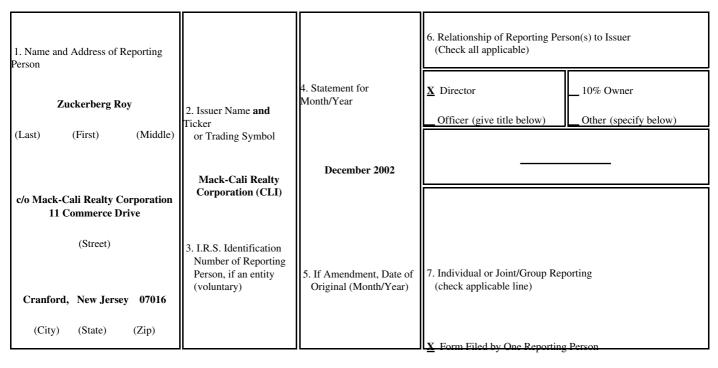
MACK CALI REALTY CORP

Form 5

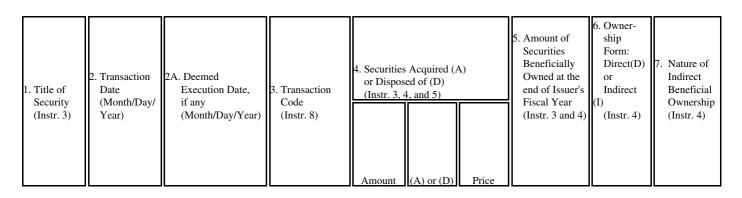
February 14, 2003

FORM 5 OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 _ Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may ANNUAL STATEMENT OF CHANGES IN BENEFICIAL continue. See Instruction **OWNERSHIP** OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden Form 3 Holdings Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the hours per response. . . 1.0 Reported Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 X Form 4 Transactions Reported



Form Filed by More than One Reporting Person

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



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^{*} If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

	2. Conver		3A. Deemed Execution		(Instr. 3, 4		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)				10.Ownership of Derivative	1
Derivative Security	Exercise Price of Derivative	Transaction Date (Month/	Date, if any (Month/	4. Transaction Code (Instr. 8)	(A)	(D)	Date Exercisable	Expiration Date	Title	Number	Derivative Security	Beneficially Owned at End of Year	Security: Direct (D) or	o: B C
Phantom Stock Units	1-for-1	4/3/02		A	183.189(1)		(2)	(2)	Common Stock	183.189	\$33.96		D	
Phantom Stock Units	1-for-1	7/3/02		A	189.133(1)		(2)	(2)	Common Stock	189.133	\$33.50		D	
Phantom Stock Units	1-for-1	10/3/02		A4	211.455(1)		(2)	(2)	Common Stock	211.455	\$30.67	2,406.075	D	
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Explanation of Responses:

- (1) The number of phantom stock units awarded is comprised of a quarterly director s fee earned and quarterly dividend credited on cumulative phantom stock units under the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors.
- (2) 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.

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/s/ Roy Zuckerberg 2/14/03

** Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.

http://www.sec.gov/divisions/corpfin/forms/form5.htm

Last update: 09/03/2002