

MACK DAVID S  
Form 4  
December 06, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MACK DAVID S

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/04/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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)

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

EDISON, NJ 08837

(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 Ownership (Instr. 4) |   |                          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |   |                          |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |   |                          |
| Common Stock                    | 12/04/2006                           |  | S                              | 2,000   | D   | \$ 55.1  | 10,000 <sup>(1)</sup>                      | I | By Charitable Foundation |
| Common Stock                    | 12/04/2006                           |  | S                              | 2,000   | D   | \$ 55.15   | 8,000 <sup>(1)</sup>                       | I | By Charitable Foundation |
| Common Stock                    | 12/04/2006                           |  | S                              | 2,000   | D   | \$ 55.2  | 6,000 <sup>(1)</sup>                       | I | By Charitable Foundation |

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|              |            |  |                  |                      |   |                     |                      |   |                          |
|--------------|------------|--|------------------|----------------------|---|---------------------|----------------------|---|--------------------------|
| Common Stock | 12/04/2006 |  | S                | 2,000                | D | \$ 55.2901          | 4,000 <sup>(1)</sup> | I | By Charitable Foundation |
| Common Stock | 12/04/2006 |  | S                | 4,000                | D | \$ 55.3             | 0 <sup>(1)</sup>     | I | By Charitable Foundation |
| Common Stock | 12/05/2006 |  | A <sup>(2)</sup> | 1,200 <sup>(2)</sup> | A | \$ 0 <sup>(2)</sup> | 2,400                | D |                          |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

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

X

## Signatures

/s/ David S.  
Mack

12/06/2006

\_\_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).

- 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 2,400 shares of the Corporation's common stock directly beneficially owned by the reporting person.
- (1)
- (2) On December 5, 2006, the reporting person was granted 1,200 restricted shares of common stock pursuant to the Amended and Restated 2000 Director Stock Option Plan of Mack-Cali Realty Corporation. The shares shall vest on January 1, 2008.

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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