

MACK CALI REALTY CORP
 Form 4
 April 07, 2014

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 WILLIAM L

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, 343 THORNALL STREET

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2014

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

(Street)
EDISON, NJ 08837

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (9-02)

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

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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 Underlying Instrument (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Units of Limited Partnership Interest	\$ 0 ⁽¹⁾	01/29/2014		G ⁽²⁾	V	416,885	08/08/1988 ⁽³⁾	08/08/1988 ⁽³⁾	Common Stock
Phantom Stock Units	\$ 0 ⁽⁵⁾	04/03/2014		A	249,712 ⁽⁶⁾	08/08/1988 ⁽⁷⁾	08/08/1988 ⁽⁷⁾	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MACK WILLIAM L
 C/O MACK-CALI REALTY CORPORATION
 343 THORNALL STREET
 EDISON, NJ 08837

X

Signatures

/s/ William L.
 Mack

04/07/2014

 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).
- Common units of limited partnership interest of Mack-Cali Realty, L.P. ("Common Units") are redeemable for cash equal to the fair market value of shares of common stock of Mack-Cali Realty Corporation ("Common Stock") or, at the election of Mack-Cali Realty Corporation, in shares of Common Stock on a one-for-one basis.
- (1) market value of shares of common stock of Mack-Cali Realty Corporation ("Common Stock") or, at the election of Mack-Cali Realty Corporation, in shares of Common Stock on a one-for-one basis.
 - (2) On January 29, 2014, a family trust whose trustee was the reporting person's spouse distributed and transferred 416,885 Common Units held by the trust to another family trust not beneficially owned or controlled by the reporting person or his spouse.
 - (3) Common Units are not subject to expiration and are redeemable at any time after the one year anniversary of the date of issuance.
- Reported amount excludes the following securities directly beneficially owned by the reporting person: (i) 1,577,017 Common Units, and (ii) 17,305.018 phantom stock units. Reported amount also excludes the following securities indirectly beneficially owned by the reporting person: (i) 100,000 Common Units held by the William & Phyllis Mack Foundation, Inc. a charitable foundation of which the reporting person is a trustee (the "Foundation") and (ii) 770,097 Common Units held by a family trust (the "Trust") that is a members of a Section 13(d) group with the reporting person in which members of the reporting person's immediate family have a beneficial ownership interest. Pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of all securities held by the Foundation and the Trust.
- (4) reporting person is a trustee (the "Foundation") and (ii) 770,097 Common Units held by a family trust (the "Trust") that is a members of a Section 13(d) group with the reporting person in which members of the reporting person's immediate family have a beneficial ownership interest. Pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of all securities held by the Foundation and the Trust.
 - (5) The phantom stock units convert to common stock on a one-for-one basis.

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- (6) The number of phantom stock units awarded consists of 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.
- (7)

- Reported amount excludes 1,577,017 Common Units directly beneficially owned by the reporting person. Reported amount also excludes the following securities indirectly beneficially owned by the reporting person: (i) 100,000 Common Units held by the William & Phyllis Mack Foundation, Inc. a charitable foundation of which the reporting person is a trustee (the "Foundation") and (ii) 770,097 Common Units held by a trust (the "Trust") that is a member of a Section 13(d) group with the reporting person in which members of the reporting person's immediate family have a beneficial ownership interest. Pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of all securities held by the Foundation and the Trust.
- (8)

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.