

MACK WILLIAM L  
Form 4  
September 08, 2010

**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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/03/2010

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 09/03/2010                           |  | M <sup>(1)</sup>               | 5,000 A   | \$ 26.25  | 16,190 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)**

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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 and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

|                                      |          |            |  | Code             | V | (A) | (D) | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares |
|--------------------------------------|----------|------------|--|------------------|---|-----|-----|---------------------------|-----------------|--------------|----------------------------|
| Director Stock Option (Right to Buy) | \$ 26.25 | 09/03/2010 |  | M <sup>(1)</sup> |   |     |     | 09/07/2001 <sup>(2)</sup> | 09/07/2010      | Common Stock | 5,000                      |

## 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

09/08/2010

\*\*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).

(1) The reporting person obtained the common stock as a result of the cash exercise of Director Stock Options.

(2) On September 7, 2000, the reporting person was granted an option to purchase 5,000 shares of common stock. The option vested on September 7, 2001.

Reported amount excludes the following securities directly beneficially owned by the reporting person: (i) 13,837.321 phantom stock units; (ii) 1,368,279 common units of limited partnership interest of Mack-Cali Realty, L.P. ("Common Units"); and (iii) options to purchase 10,000 shares of common stock at exercise prices different from those reported in Table II of this Form 4. Reported amount also excludes the following securities indirectly beneficially owned by the reporting person: (i) 978,835 Common Units held by a grantor retained annuity trust (the "GRAT"); (ii) 100,000 Common Units held by the William & Phyllis Mack Family Foundation, Inc. a charitable foundation of which the reporting person is a trustee (the "Foundation"); and (iii) 833,770 Common Units held by other trusts (the "Trusts"). Pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of all securities held by the GRAT, the Foundation and the Trusts.

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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