

BERGER MARTIN S
Form 4
September 25, 2009

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BERGER MARTIN 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)
09/23/2009

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) | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------|---|--|-----------------------------------|
| | | | | Code | V Amount Price | | | |
| Common Stock | 09/23/2009 | | M ⁽¹⁾ | 5,000 | A \$ 26.25 | 7,800 | D | |
| Common Stock | 09/23/2009 | | S ⁽¹⁾ | 1,000 | D \$ 35.15 | 6,800 | D | |
| Common Stock | 09/23/2009 | | S ⁽¹⁾ | 1,000 | D \$ 35.1537 | 5,800 | D | |
| Common Stock | 09/23/2009 | | S ⁽¹⁾ | 700 | D \$ 35.16 | 5,100 | D | |
| | 09/23/2009 | | S ⁽¹⁾ | 1,000 | D \$ 35.42 | 4,100 | D | |

Common
Stock

Common Stock 09/23/2009 S⁽¹⁾ 1,000 D \$ 35.513 3,100 D

Common Stock 09/23/2009 S⁽¹⁾ 300 D \$ 35.52 2,800 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Director Stock Option (Right to Buy) | \$ 26.25 | 09/23/2009 | | M ⁽¹⁾ | 5,000 | 09/07/2001 ⁽²⁾ | 09/07/2010 | Common Stock | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Signatures

/s/ Martin S. 09/25/2009
Berger

__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 and sold the common stock as a result of the cashless 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 516,322 Units of Limited Partnership Interest ("Common Units") of Mack-Cali Realty, L.P. (the "Operating Partnership") directly beneficially owned by the reporting person and 5,210 Common Units indirectly beneficially owned by the reporting person through MSB Management, Inc. Common Units are redeemable by the holders of Common Units, subject to certain restrictions, on the basis of one Common Unit for either one share of Mack-Cali Realty Corporation (the "Corporation") common stock, or cash equal to the fair market value of a share of common stock at the time of the redemption. The Corporation has the option to deliver shares of common stock in exchange for all or any portion of the cash requested.
- (3)

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.