

MACK CALI REALTY CORP  
 Form 4  
 April 06, 2017

**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)  
 04/04/2017

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

C/O MACK-CALI REALTY CORPORATION, HARBORSIDE 3, 210 HUDSON ST., STE. 400

(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

JERSEY CITY, NJ 07311

(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)
Common Stock	04/04/2017		A <sup>(1)</sup>	3,337 A	\$ 0 <u>(1)</u> 30,471 <sup>(2)</sup>	D	

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 Derivatives 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. Amount or Number of Shares
Phantom Stock Units	\$ 0 <sup>(3)</sup>	04/05/2017		A	752,461 <sup>(4)</sup>	<sup>(5)</sup> / <sup>(5)</sup>	Common Stock	752,461

## Reporting Owners

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

MACK DAVID S  
 C/O MACK-CALI REALTY CORPORATION  
 HARBORSIDE 3, 210 HUDSON ST., STE. 400  
 JERSEY CITY, NJ 07311

X

## Signatures

/s/ David S.  
 Mack

04/06/2017

\_\_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).
- On April 4, 2017, the reporting person was granted 3,337 restricted shares of common stock pursuant to the 2013 Incentive Stock Plan of Mack-Cali Realty Corporation and in consideration of services rendered as a member of the Board of Directors in 2016. The shares shall vest on January 1, 2018.
- (1) Mack-Cali Realty Corporation and in consideration of services rendered as a member of the Board of Directors in 2016. The shares shall vest on January 1, 2018.
  - (2) Reported amount does not include 25,000 shares of common stock beneficially owned by The David and Sondra Mack Foundation, Inc. (the "Foundation"), a charitable foundation of which the reporting person is a trustee. Pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of all of the shares of common stock beneficially owned by the Foundation.
  - (3) The phantom stock units convert to common stock on a one-for-one basis.
  - (4) The number of phantom stock units awarded is comprised of a quarterly director's fee earned and a quarterly dividend credited on cumulative phantom stock units under the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors.
  - (5) 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.
  - (6) Reported amount excludes 1,756,947 common units of limited partnership interest of Mack-Cali Realty, L.P. ("Common Units") directly beneficially owned by the reporting person. Reported amount also excludes 200,000 Common Units 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, the reporting person disclaims beneficial ownership of all of the Common Units held by the Foundation.

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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