MACK CALI REALTY CORP

Form 4

January 03, 2014

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMAS ROGER W

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MACK CALI REALTY CORP

[CLI]

(Check all applicable)

(Middle)

(Zip)

3. Date of Earliest Transaction

10% Owner Other (specify

(Month/Day/Year)

12/31/2013

X_ Officer (give title below) EVP, Gen Counsel and Secretary

C/O MACK-CALI REALTY CORPORATION, 343 THORNALL STREET

(First)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Director

Applicable Line)

Filed(Month/Day/Year)

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

EDISON, NJ 08837

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transact Code (Instr. 8)	5. Number of torDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Phantom Stock Units	\$ 0 (1)	12/31/2013		A(2)	194.903	12/31/2013	08/08/1988(3)	Common Stock	19
Phantom Stock Units	\$ 0 (1)	01/02/2014		A(4)	4,655.493	12/31/2014	08/08/1988(3)	Common Stock	4,6

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

THOMAS ROGER W C/O MACK-CALI REALTY CORPORATION 343 THORNALL STREET EDISON, NJ 08837

EVP, Gen Counsel and Secretary

Signatures

/s/ Roger W. 01/03/2014 Thomas

**Signature of Date
Reporting Person

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).
- The phantom stock units shall be settled solely in cash based on the fair market value of an equal number of shares of common stock of Mack-Cali Realty Corporation (the "Company") on the earliest to occur of any of the following triggering events (each, a "Triggering Event"): (a) the reporting person's death or "disability"; (b) the date of the reporting person's separation from service to the Company; and (c) the effective date of a "change in control", in each case as such terms are defined in the reporting person's employment agreement.
- The phantom stock units were issued pursuant to a Multi-Year Deferred Compensation Agreement as dividend equivalent payments for (2) the four quarterly dividends paid in 2013 in respect of the phantom stock units previously issued on January 2, 2013 that vested on December 31, 2013.
- (3) The phantom stock units are not subject to expiration and shall become payable within 30 days after the earliest to occur of any Triggering Event.
- (4) The phantom stock units were issued pursuant to a Multi-Year Deferred Compensation Agreement and shall vest, subject to the reporting person's continued employment with the Company, on December 31, 2014.

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.

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