

MACK CALI REALTY CORP

Form 4

March 10, 2016

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 *
Marshall Robert Andrew

(Last) (First) (Middle)

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

(Street)

EDISON, NJ 08837-2206

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MACK CALI REALTY CORP
[CLI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
President and COO, Roseland

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(D)	Price

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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secu (Instr				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A 2016 LTIP Units	<u>(1)</u>	03/08/2016		A		35,697		<u>(2)</u>	<u>(2)</u>	Common Stock	35,697	
Class B 2016 LTIP Units	<u>(3)</u>	03/08/2016		A		22,120		<u>(4)</u>	<u>(4)</u>	Common Stock	22,120	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marshall Robert Andrew C/O MACK-CALI REALTY CORPORATION 343 THORNALL STREET EDISON, NJ 08837-2206			President and COO, Roseland	

Signatures

/s/ Andrew
Marshall 03/10/2016

__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) On March 8, 2016, the reporting person received a grant of Class A 2016 LTIP Unit (the "Class A Units") of Mack-Cali Realty, L.P. (the "Operating Partnership"), the operating partnership of Mack-Cali Realty Corporation ("the Company"). The Class A Units are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Common Units of the Operating Partnership ("Common Units"). Common Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, shares of common stock of the Company on a one-for-one basis or the cash value of such shares.

(2) Fifty percent (50%) of the Class A Units may vest over a three to five year period based on the attainment of absolute total stockholder return ("TSR") metrics by the Company over a three year performance period. The remaining fifty percent (50%) of the Class A Units may vest over a three to five year period based on the Company's TSR relative to the TSR of other equity office REITs in the NAREIT Index over the same three year performance period.

(3)

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On March 8, 2016, the reporting person received a grant of Class B 2016 LTIP Unit (the "Class B Units") of Mack-Cali Realty, L.P. (the "Operating Partnership"), the operating partnership of Mack-Cali Realty Corporation ("the Company"). The Class B Units are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Common Units of the Operating Partnership ("Common Units"). Common Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, shares of common stock of the Company on a one-for-one basis or the cash value of such shares.

- (4) The Class B Units vest in equal portions over a three year period commencing March 8, 2017.

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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