

Hilton Nicholas A.  
Form 4  
March 26, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hilton Nicholas A.

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)

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/22/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP of Leasing

JERSEY CITY, NJ 07311

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

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

(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 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.

**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)	8. Pr Deriv Secu (Instr				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class G 2019 LTIP Units	\$ 0 <u>(1)</u>	03/22/2019		A <u>(1)</u>		16,353		<u>(2)</u>	<u>(2)</u>	Common Stock	16,353	\$ 0
Class H 2019 LTIP Units	\$ 0 <u>(3)</u>	03/22/2019		A <u>(3)</u>		8,937		<u>(4)</u>	<u>(4)</u>	Common Stock	8,937	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hilton Nicholas A. C/O MACK-CALI REALTY CORPORATION HARBORSIDE 3, 210 HUDSON ST., STE. 400 JERSEY CITY, NJ 07311			EVP of Leasing	

## Signatures

/s/ Nicholas A.  
Hilton

03/26/2019

                    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 22, 2019, the reporting person received a grant of Class G 2019 LTIP Units (the "Class G Units") of Mack-Cali Realty, L.P. (the "Operating Partnership"). The Class G Units are a class of units of the Operating Partnership that, following the occurrence of certain
- (1) 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 election of Mack-Cali Realty Corporation (the "Company"), shares of common stock of the Company on a one-for-one basis or the cash value of such shares.
- Fifty percent (50%) of the Class G 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 G Units
- (2) 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) On March 22, 2019, the reporting person received a grant of Class H 2019 LTIP Units (the "Class H Units") of the Operating Partnership. The Class H Units are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting are

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convertible by the holder into an equivalent number of 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 H Units vest on March 22, 2022 and are not subject to expiration.

Reported amounts exclude the following securities directly beneficially owned by the reporting person: (i) 17,007 Class E 2018 LTIP

- (5) Units of the Operating Partnership, and (ii) 8,850 Class F 2018 LTIP Units of the Operating Partnership. Subject to certain vesting conditions, all of these other classes of LTIP Units of the Operating Partnership may be converted to Common Units on a one-for-one basis.

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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