

MACK DAVID S
Form 4
February 03, 2010

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)
01/11/2010

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) (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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 02/01/2010 | | J ⁽¹⁾ | 75,000 | A | \$ 0 | 75,000 ⁽²⁾ | I | By Charitable Foundation |

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

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Units of Limited Partnership Interest | \$ 0 ⁽³⁾ | 01/11/2010 | | G ⁽⁴⁾ V | 75,000 | 08/08/1988 ⁽⁵⁾ 08/08/1988 ⁽⁵⁾ | Common Stock |
| Units of Limited Partnership Interest | \$ 0 ⁽³⁾ | 01/11/2010 | | G ⁽⁴⁾ V | 75,000 | 08/08/1988 ⁽⁵⁾ 08/08/1988 ⁽⁵⁾ | Common Stock |
| Units of Limited Partnership Interest | \$ 0 ⁽³⁾ | 02/01/2010 | | J ⁽¹⁾ | 75,000 | 08/08/1988 ⁽⁵⁾ 08/08/1988 ⁽⁵⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MACK DAVID S C/O MACK-CALI REALTY CORPORATION 343 THORNALL STREET EDISON, NJ 08837 | X | | | |

Signatures

/s/ David S. Mack
02/03/2010

__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) Shares of common stock (the "Common Stock") of Mack-Cali Realty Corporation (the "Corporation") were issued upon redemption of an equal number of Units of Limited Partnership Interest ("Common Units") of Mack-Cali Realty, L.P.
- (2) Reported amount represents shares of common stock indirectly beneficially owned by reporting person through The David and Sondra Mack Foundation, Inc. (the "Foundation"), a charitable foundation of which the reporting person is a trustee, and excludes 7,490 shares of common stock directly beneficially owned by the reporting person. Pursuant to Rule 13d-4, the reporting person disclaims beneficial

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ownership of all of the shares of common stock beneficially owned by the Foundation.

- Common Units are redeemable by the holders of Common Units, subject to certain restrictions, on the basis of one Common Unit for
- (3) either one share of the Corporation's 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.
 - (4) On January 11, 2010, the reporting person donated 75,000 Common Units to the Foundation. Pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of all of the Common Units beneficially owned by the Foundation.
 - (5) The right to convert Common Units is not subject to expiration.

- Reported amount excludes the following securities directly beneficially owned by the reporting person: (i) 6,296.034 phantom stock units, and (ii) options to purchase 5,000 shares of common stock. Reported amount also excludes the Common Units beneficially owned by the
- (6) Foundation. Pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of all of the Common Units held by the Foundation.
 - (7) Reported amount excludes the following securities directly beneficially owned by the reporting person: (i) 1,756,947 Common Units; (ii) 6,296.034 phantom stock units; and (iii) options to purchase 5,000 shares of Common Stock.

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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