#### MACK CALI REALTY CORP

Form 4 April 07, 2014

### FORM 4

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

OMB Number:

3235-0287 January 31,

**OMB APPROVAL** 

Expires: 2005

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Check this box

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

(Middle)

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

Issuer

MACK WILLIAM L

MACK CALI REALTY CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[CLI]

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year)

04/03/2014

X\_ Director 10% Owner Officer (give title 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)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**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 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)

Reported Transaction(s)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

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

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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)		Transaction Code (Instr. 8)		5. Number of nDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Titl Under (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Units of Limited Partnership Interest	\$ 0 <u>(1)</u>	01/29/2014		G(2)	V		416,885	08/08/1988(3)	08/08/1988(3)	Com

# **Reporting Owners**

\$ 0 (5)

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	Kelationships

Director 10% Owner Officer Other

249.712

(6)

 $08/08/1988^{(7)}$   $08/08/1988^{(7)}$ 

Sto

MACK WILLIAM L C/O MACK-CALI REALTY CORPORATION 343 THORNALL STREET EDISON, NJ 08837



# **Signatures**

/s/ William L.

Phantom

Stock Units

Mack 04/07/2014

\*\*Signature of Date

Reporting Person

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

04/03/2014

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Common units of limited partnership interest of Mack-Cali Realty, L.P. ("Common Units") are redeemable for cash equal to the fair
  (1) market value of shares of common stock of Mack-Cali Realty Corporation ("Common Stock") or, at the election of Mack-Cali Realty Corporation, in shares of Common Stock on a one-for-one basis.
- On January 29, 2014, a family trust whose trustee was the reporting person's spouse distributed and transferred 416,885 Common Units held by the trust to another family trust not beneficially owned or controlled by the reporting person or his spouse.
- (3) Common Units are not subject to expiration and are redeemable at any time after the one year anniversary of the date of issuance.
  - Reported amount excludes the following securities directly beneficially owned by the reporting person: (i) 1,577,017 Common Units, and (ii) 17,305.018 phantom stock units. Reported amount also excludes the following securities indirectly beneficially owned by the reporting person: (i) 100,000 Common Units held by the William & Phyllis Mack Foundation, Inc. a charitable foundation of which the
- (4) reporting person is a trustee (the "Foundation") and (ii) 770,097 Common Units held by a family trust (the "Trust") that is a members of a Section 13(d) group with the reporting person in which members of the reporting person's immediate family have a beneficial ownership interest. Pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of all securities held by the Foundation and the Trust.
- (5) The phantom stock units convert to common stock on a one-for-one basis.

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- (6) The number of phantom stock units awarded consists of a quarterly dividend credited on cumulative phantom stock units under the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors.
- 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.
  - Reported amount excludes 1,577,017 Common Units directly beneficially owned by the reporting person. Reported amount also excludes the following securities indirectly beneficially owned by the reporting person: (i) 100,000 Common Units held by the William & Phyllis
- (8) Mack Foundation, Inc. a charitable foundation of which the reporting person is a trustee (the "Foundation") and (ii) 770,097 Common Units held by a trust (the "Trust") that is a member of a Section 13(d) group with the reporting person in which members of the reporting person's immediate family have a beneficial ownership interest. Pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of all securities held by the Foundation and the Trust.

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.