MACK DAVID S Form 4 April 07, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

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 *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MACK DAVID S

MACK CALI REALTY CORP

[CLI]

(Check all applicable)

3. Date of Earliest Transaction

04/03/2009

(Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

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

(First)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

EDISON, NJ 08837

(City)

(Zip)

(Middle)

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)

(State)

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)

Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

Reported

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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							I		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Date		Underlying	Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year	·)	(Instr. 3 and	(4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)	or			
	Derivative				Disposed of (I	D)			
	Security				(Instr. 3, 4, and	d			
					5)				
				Code V		D) Date Exercisable	Expiration Date	Title	An Nu Sha
Phantom Stock	\$ 0 <u>(1)</u>	04/03/2009		A	537.091	08/08/1988(3)	08/08/1988(3)	Common	53

5. Number of

6. Date Exercisable and Expiration 7. Title and Amo

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



Signatures

1. Title of 2.

Units

/s/ David S. 04/07/2009

**Signature of Date
Reporting Person

Explanation of Responses:

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

3. Transaction Date 3A. Deemed

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The phantom stock units convert to common stock on a one-for-one basis.
- (2) The number of phantom stock units awarded is comprised of a quarterly director's fee earned and 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 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 the following securities directly beneficially owned by the reporting person: (i) 1,856,947 common units of limited partnership interest of Mack-Cali Realty, L.P. ("Common Units"); and (ii) options to purchase 5,000 shares of common stock.
- (4) Reported amount also excludes 175,000 Common Units held by the David and Sondra Mack Foundation (the "Foundation"), a charitable foundation of which the reporting person is a trustee. Pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of all of the Common Units held by the Foundation.

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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