MACK WILLIAM L Form 4 July 08, 2010

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or

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

Estimated average burden hours per

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

MACK WILLIAM L

Symbol MACK CALI REALTY CORP

(Month/Day/Year)

07/06/2010

(Check all applicable)

[CLI]

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

X_ Director Officer (give title

10% Owner Other (specify

C/O MACK-CALI REALTY CORPORATION, 343 THORNALL

(Street)

STREET

4. If Amendment, Date Original

(Instr. 8)

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

(Instr. 4)

below)

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

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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4.

(Month/Day/Year) Execution Date, if TransactionDerivative

Security (Instr. 3)	or Exercise Price of Derivative Security	` ,	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) o Disposed of (D (Instr. 3, 4, and 5)			(Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	An Nu Sha
Phantom Stock	\$ 0 <u>(1)</u>	07/06/2010		A	219.022	08/08/1988(3)	08/08/1988(3)	Common Stock	21

5. Number of

Date

6. Date Exercisable and Expiration

7. Title and Amo

Underlying Secu

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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



Signatures

/s/ William L.

1. Title of

Units

Derivative Conversion

Mack 07/08/2010

**Signature of Date

Reporting Person

(4)

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 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.

units of limited partnership interest of Mack-Cali Realty, L.P. ("Common Units"); and (ii) options to purchase 15,000 shares of common stock. Reported amount also excludes the following securities indirectly beneficially owned by the reporting person: (i) 978,835 Common Units held by a grantor retained annuity trust (the "GRAT"); (ii) 100,000 Common Units held by the William & Phyllis Mack Family Foundation, Inc. a charitable foundation of which the reporting person is a trustee (the "Foundation"); and (iii) 833,770 Common Units held by other trusts (the "Trusts"). Pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of all securities held by the GRAT, the Foundation and the Trusts.

Reported amount excludes the following securities directly beneficially owned by the reporting person: (i) 1,368,279 common

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.

Reporting Owners 2