

MACK WILLIAM L  
Form 4  
May 06, 2011

**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 WILLIAM L

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)  
05/03/2011

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		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 (Instr. 4)
			Code	V	Amount	Price			
Common Stock	05/03/2011		M <sup>(1)</sup>		5,000	A	\$ 26.31	23,277	D
Common Stock	05/03/2011		S <sup>(1)</sup>		2,637	D	\$ 35.333	20,640	D
Common Stock	05/03/2011		S <sup>(1)</sup>		500	D	\$ 35.33	20,140	D
Common Stock	05/03/2011		S <sup>(1)</sup>		400	D	\$ 35.34	19,740	D
	05/03/2011		S <sup>(1)</sup>		163	D	\$ 35.35	19,577	D

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Common Stock							
Common Stock	05/03/2011	S <sup>(1)</sup>	300	D	\$ 35.36	19,277	D
Common Stock	05/03/2011	S <sup>(1)</sup>	300	D	\$ 35.37	18,977	D
Common Stock	05/03/2011	S <sup>(1)</sup>	500	D	\$ 35.3725	18,477	D
Common Stock	05/03/2011	S <sup>(1)</sup>	100	D	\$ 35.375	18,377	D
Common Stock	05/03/2011	S <sup>(1)</sup>	100	D	\$ 35.38	18,277	D

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

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(9-02)

**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 Amount of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Director Stock Option (Right to Buy)	\$ 26.31	05/03/2011		M <sup>(1)</sup>	5,000	05/14/2002 <sup>(2)</sup>	05/14/2011	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

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

## Signatures

/s/ William L.

Mack

05/05/2011

\_\_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) The reporting person obtained and sold the common stock as a result of the broker-assisted cashless exercise of Director Stock Options.

(2) On May 14, 2001, the reporting person was granted an option to purchase 5,000 shares of common stock. The option vested on May 14, 2002.

The ownership amount reported excludes the following securities directly beneficially owned by the reporting person: (i) options to purchase 5,000 shares of common stock at exercise prices different from those reported in Table II of this Form 4 and (ii) 1,368,279 common units of limited partnership interest of Mack-Cali Realty, L.P. ("Common Units"). Reported amount also excludes the following

(3) 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 reporting person is a trustee (the "Foundation") and (ii) 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 Foundation and the Trusts.

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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