

MACK CALI REALTY CORP
 Form 4
 January 03, 2014

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 *
HERSH MITCHELL E

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)
12/31/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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)	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 Security (Instr. 3 and 4)
Phantom Stock Units	\$ 0 ⁽¹⁾	12/31/2013		A ⁽²⁾	974.515	12/31/2013 08/08/1988 ⁽³⁾	Common Stock
Phantom Stock Units	\$ 0 ⁽¹⁾	01/02/2014		A ⁽⁵⁾	23,277.467	12/31/2014 08/08/1988 ⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HERSH MITCHELL E
 C/O MACK-CALI REALTY CORPORATION
 343 THORNALL STREET
 EDISON, NJ 08837

X

President and CEO

Signatures

/s/ Mitchell E.
 Hersh

01/03/2014

**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 phantom stock units shall be settled solely in cash based on the fair market value of an equal number of shares of common stock of Mack-Cali Realty Corporation (the "Company") on the earliest to occur of any of the following triggering events (each, a "Triggering Event"): (a) the reporting person's death or "disability"; (b) the date of the reporting person's separation from service to the Company; and (c) the effective date of a "change in control", in each case as such terms are defined in the reporting person's employment agreement.

(2) The phantom stock units were issued pursuant to a Multi-Year Deferred Compensation Agreement as dividend equivalent payments for the four quarterly dividends paid in 2013 in respect of the phantom stock units previously issued on January 2, 2013 that vested on December 31, 2013.

(3) The phantom stock units are not subject to expiration and shall become payable within 30 days after the earliest to occur of any Triggering Event.

(4) The reported amount excludes 121,424 common units of limited partnership interest of Mack-Cali Realty, L.P. beneficially owned by the reporting person.

(5) The phantom stock units were issued pursuant to a Multi-Year Deferred Compensation Agreement and shall vest, subject to the reporting person's continued employment with the Company, on December 31, 2014.

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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