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MACK CALI REALTY CORP

Form 5 February 14, 2002

FORM 5	U	UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549						
/ / CHECK BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLI- GATIONS MAY CONTINUE. SEE INSTRUCTION 1(b). / / FORM 3 HOLDINGS REPORTED / / FORM 4 TRANSACTIONS REQUIRES	Filed pursuan Section 17 Se RED	NUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP at to Section 16(a) of the Securities Exchange Act of (a) of the Public Utility Holding Company Act of 1935 action 30(f) of the Investment Company Act of 1940						
1. Name and Address of Report	ing Person*	2.	Issuer Name and Ticker	or Trading Symbol 6.				
Zuckerberg Roy			Mack-Cali Realty Corpor	-				
(Last) (First) c/o Mack-Cali Realty Corpo: 11 Commerce Drive	(Middle)	3.	Number of Reporting	4. Statement for -				
(Street)				5. If Amendment, 7. Date of Original (Month/Year)				
Cranford, New Jersey				-				
(City) (State)	(Zip)	TA	BLE I NON-DERIVATIVE	SECURITIES ACQUIRED, DISPO				
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/	3.	Transac- 4. Securities tion Disposed Code (Instr. 8)	es Acquired (A) or 5. Amou of (D) Secu Bene Owne end				
	Day/ Year)		Code V Amount	(A) or Price Fisc (D) (Ins				

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*If the form is filed by more than one reporting person, see instruction 4(b)(v). **FORM 5 (CONTINUED) TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA (e.g., PUTS, CALLS, WARRANTS, OFTIONS, CONVERTIBLE SECURITI 1. Title of Derivative Security 2. Conver 3. Trans- 4. Trans- 5. Number of Securities Acquired (A) or Derivative Porces of Month/ (Instr. 8) quired (A) or Derivative Porces of (Month/ Quired (A) or Disposed of (Instr. 8) quired (A) or Derivative Year) **Code V (A) (D) **Phantom Stock Units 1 for 1 3/31/01 A V 207.864 **Phantom Stock Units 1 for 1 9/30/01 A V 208.366 **Phantom Stock Units 1 for 1 12/31/01 A V 200.239 **Title and Amount of Under- 8. Price 9. Number 10. Owner- 11. Na- **Title and Amount of Under- 8. Price 9. Number 10. Owner- 11. Na-								
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lying Securities of of Deriv- ship ture of								

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(Instr. 3 and 4	Amount or Number of Shares	Deriv- ative Secur- ity (Instr. 5)	ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	Indirect Bene- ficial Owner- ship (Instr. 4)
Common Stock			1,216.863		
	208.366	\$28.08	1,425.229	D	
Common Stock		\$30.41	1,622.059	D	
	200.239				
Explanation of Res	ponses:				

(1) 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.

/s/ Roy Zucker

**Signature c

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, SEE Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are form displays a currently valid OMB number.

^{**}Intentional misstatements or omissions of facts constitute
Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).