

MACK CALI REALTY CORP  
 Form 4  
 July 08, 2016

**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 \*  
 DeMarco Michael J.

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)  
 07/06/2016

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 President and COO

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 08837-2206

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Restricted Stock Units	07/06/2016		A <sup>(1)(2)</sup>		69.64 <u>(1)</u> <u>(2)</u>	A	\$ 0 <u>(1)</u> <u>(2)</u>
					19,388.46 <sup>(3)</sup>	D	

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

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 (9-02)

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**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)	Amount or Number of Shares	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Units	\$ 0 <sup>(4)</sup>	07/06/2016		A	(4) 313.39	(5)	(5)	Common Stock	313.39

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeMarco Michael J. C/O MACK-CALI REALTY CORPORATION 343 THORNALL STREET EDISON, NJ 08837-2206			President and COO	

## Signatures

/s/ Michael J.  
DeMarco 07/08/2016  
  
          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).
- On June 5, 2015 (the "Grant Date"), the reporting person was issued 18,775.27 restricted stock units ("RSUs") which shall vest in three equal, annual installments commencing June 5, 2016. Each RSU represents a contingent right to receive one share of common stock of
- (1) Mack-Cali Realty Corporation (the "Company"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on the Company's common stock. On July 6, 2016, the record date for the Company's quarterly dividend on its common stock (the "Dividend Record Date"), 69.64 dividend equivalent rights at \$27.74 per RSU were credited to the reporting person's account.
  - (2) The RSUs attributable to dividend equivalents shall vest when, and to the extent, the underlying RSUs are vested.
  - (3) Reported amount includes 6,440 vested RSUs that have been settled in shares of common stock and 12,948.46 unvested RSUs (including unvested dividend equivalents with respect to such unvested RSUs).
- On the Grant Date, the reporting person was granted 56,325.82 performance stock units ("PSUs") which shall vest based on the degree to which a relative total shareholder return target is attained for the three year performance period commencing on the Grant Date. Each
- (4) PSU represents a contingent right to receive one share of the Company's common stock. Dividend equivalent rights accrue with respect to these PSUs when and as dividends are paid on the Company's common stock. On the Dividend Record Date, 313.39 dividend equivalent rights at \$27.74 per PSU were credited to the reporting person's account.
  - (5) The PSUs attributable to dividend equivalents shall vest when, and to the extent, the underlying PSUs are vested.

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- Reported amount excludes the following securities directly beneficially owned by the reporting person: (i) options to purchase 400,000 shares of the Company's common stock, (ii) 118,989 Class A LTIP Units of Mack-Cali Realty, L.P. (the "Operating Partnership"), and
- (6) (iii) 23,041 Class B LTIP Units of the Operating Partnership. Subject to certain vesting conditions, the Class A LTIP Units and Class B LTIP Units may be converted to common units of limited partnership interest in the Operating Partnership which are redeemable for shares of common stock of the Company on a one-for-one basis.

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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