

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 \*  
**LEFKOWITZ BARRY**

(Last) (First) (Middle)

C/O MACK-CALI REALTY CORPORATION, 343 THORNALL STREET

(Street)

EDISON, NJ 08837

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MACK CALI REALTY CORP [CLI]**

3. Date of Earliest Transaction (Month/Day/Year)  
 12/18/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**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 Price			
Common Stock	12/18/2013		G <sup>(5)</sup>	V 965 D	\$ 0 <u>(5)</u> 276,016	D	

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)	Amount of Underlying Securities (Instr. 3 and 4)
Phantom Stock Units	\$ 0 <sup>(1)</sup>	12/31/2013		A <sup>(2)</sup>	311.845	12/31/2013 08/08/1988 <sup>(3)</sup>	Common Stock	311
Phantom Stock Units	\$ 0 <sup>(1)</sup>	01/02/2014		A <sup>(4)</sup>	7,448.79	12/31/2014 08/08/1988 <sup>(3)</sup>	Common Stock	7,448

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

LEFKOWITZ BARRY  
C/O MACK-CALI REALTY CORPORATION  
343 THORNALL STREET  
EDISON, NJ 08837

EVP and CFO

## Signatures

/s/ Barry  
Lefkowitz

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 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.

(5) On December 18, 2013, the reporting person gifted 965 shares of the Company's common stock to a charity.

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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