Edgar Filing: MACK CALI REALTY CORP - Form 4

| MACK CALI Form 4 January 08, 20 | | RP | | | | | | | | | |
|---|-------------------------------------|--|---|---|----------------------------------|--------------------------------|-------------------|--|--|---|--|
| FORM | UNITEL | Washington, D.C. 20549 | | | | | | | | PPROVAL 3235-0287 | |
| Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b). | Filed pu ue. Section 17 | 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 20(h) of the Investment Company Act of 1940 | | | | | | | January 31, 2005 Estimated average burden hours per response 0.5 | | |
| (Print or Type Re | sponses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> 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) C/O MACK-CALI REALTY CORPORATION, 343 THORNALL STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/06/2016 | | | | | Director 10% Owner X Officer (give title Other (specify below) below) President and COO | | | |
| | | | | nth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| EDISON, NJ | 08837-2206 | | | | | | - | Form filed by Mo Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-De | rivative Se | curities | s Acqui | ired, Disposed of, | or Beneficiall | y Owned | |
| | 2. Transaction Da (Month/Day/Yea | r) Execution any | med on Date, if Day/Year) | 3. Transaction Code (Instr. 8) | n (A) or Di (D) (Instr. 3, | sposed 4 and 5 (A) or | of 5) Price | 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 Beneficial Ownership (Instr. 4) | |
| Restricted Stock Units | 01/06/2016 | | | A <u>(1)(2)</u> | 126.11 (1) (2) | А | (1) (1) (2) | 19,194.13 | D | | |

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

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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. Transactic Code (Instr. 8) | 5. Number o orDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5) | Expiration (Month/D | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---|-------------------------|--|-----------------|---|--|
| | | | | Code V | (A) (I | Date Exercisab D) | Expiration le Date | Title | Amount or Number of Shares | |
| Performance Stock Units | \$ 0 <u>(3)</u> | 01/06/2016 | | A <u>(3)</u> | 378.33 | (4) | (4) | Common Stock | 378.33 | |

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. 01/08/2016 | | | | | | |

01/08/2010 DeMarco **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 January 6, 2016, the record date for the Company's quarterly dividend on its common stock (the "Dividend Record Date"), 126.11 dividend equivalent rights at \$22.68 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.

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

- (3) 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, 378.33 dividend equivalent rights at \$22.68 per PSU were credited to the reporting person's account.
- (4) The PSUs attributable to dividend equivalents shall vest when, and to the extent, the underlying PSUs are vested.
- Reported amount excludes options to purchase 400,000 shares of the Company's common stock directly beneficially owned by the (5) reporting person.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.