

MACK CALI REALTY CORP  
 Form 4  
 January 08, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM 4

Washington, D.C. 20549

OMB APPROVAL

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

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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(f) of the Investment Company Act of 1940

(Print or Type Responses)

|   |            |          |   |  |   |  |
|---|------------|----------|---|--|---|--|
| 1. Name and Address of Reporting Person*              |            |          | 2. Issuer Name and Ticker or Trading Symbol                                   |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |
| Zuckerberg  | Roy        |          | Mack-Cali Realty Corporation (CLI)  |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner   |  |
| (Last)  | (First)    | (Middle) |   |  | <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title (specify below)   |  |
| c/o Mack-Cali Realty Corporation<br>11 Commerce Drive |            |          | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) |  | 4. Statement for Month/Day/Year   |  |
|   |            |          |   |  | 1/6/03  |  |
| (Street)  |            |          |   |  | 5. If Amendment, Date of Original (Month/Day/Year)  |  |
| Cranford,   | New Jersey | 07016    |   |  | 7. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| (City)  | (State)    | (Zip)    |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |   |
|                                 |                                      |  |                                |   |   |  |   |
|                                 |                                      |  |                                |   |   |  |   |
|                                 |                                      |  |                                |   |   |  |   |
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FORM 4 (Continued)

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) |                  |                 |
|---|--|--------------------------------------|--|--|---|--|------------------|-----------------|
|   |  |                                      |  | Code V   | (A)   | (D)  | Date Exercisable | Expiration Date |
| Phantom Stock Units   | 1 for 1  | 1/6/03                               |  | A  | 221.069<br>(1)  |  | (2)              | (2)             |
|   |  |                                      |  |  |   |  |                  |                 |
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|   |  |                                      |  |  |   |  |                  |                 |
| 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5)             |                                      | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4)                                  |  |                  |                 |
| Title   | Amount or Number of Shares                             |                                      |  |  |   |  |                  |                 |
| Common Stock  | 221.069  | \$29.95                              | 2,627.144  | D  |   |  |                  |                 |

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Explanation of Responses:

- (1) The number of phantom stock units awarded is comprised of a quarterly director's fee earned and quarterly dividend credited on cumulative phantom stock units under the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors.
- (2) 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 Zuckerberg

1/8/03

\*\*Signature of Reporting Person

Date

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

\* 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).

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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