

GROSSMAN MICHAEL
 Form 4
 November 13, 2001

 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

/ / 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

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
 Section 30(f) of the Investment Company Act of 1940

| | | | | |
|---|---------|----------|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | 6. R |
| Grossman | Michael | | Mack-Cali Realty Corporation (CLI) | -- |
| (Last) | (First) | (Middle) | | X |
| c/o Mack-Cali Realty Corporation 11 Commerce Drive | | | 3. IRS or Social Security Number of Reporting Person (Voluntary) | 4. Statement for Month/Year 10/01 |
| ----- (Street) | | | | 7. |
| Cranford, New Jersey 07016 | | | | 5. If Amendment, Date of Original (Month/Year) |
| (City) | (State) | (Zip) | | X |

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 3. Trans- action Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amo Sec Ben Own End Mon |
|------------------------------------|---|---|---|---|
| | | Code | V | Amount |
| | | | | (A) or (D) |
| | | | | Price |
| Common Stock | 10/3/01 | M(1) | | 4,000 |
| | | | | A |
| | | | | \$30.25 |
| Common Stock | 10/3/01 | M(1) | | 2,000 |
| | | | | A |
| | | | | \$24.625 |
| Common Stock | 10/3/01 | M(1) | | 6,000 |
| | | | | A |
| | | | | \$26.75 |
| Common Stock | 10/3/01 | S(1) | | 12,000 |
| | | | | D |
| | | | | \$31.00 |

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* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).
 Reminder: Report on a separate line for each class of securities beneficially owned directly or i

FORM 4 (CONTINUED)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
 (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Deriv- ative Security | 3. Trans- action Date (Month/ Day/ Year) | 4. Transac- tion Code (Instr. 8) | 5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4, and 5) | | |
|---|---|---|---|---|-----|-------|
| | | | Code | V | (A) | (D) |
| Employee Stock Option (Right to Buy) | \$30.25 | 10/3/01 | M(1) | | | 4,000 |
| Employee Stock Option (Right to Buy) | \$24.625 | 10/3/01 | M(1) | | | 2,000 |
| Employee Stock Option (Right to Buy) | \$26.75 | 10/3/01 | M(1) | | | 6,000 |
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| 7. Title and Amount of Under- lying Securities (Instr. 3 and 4) | 8. Price of Deriv- ative Secur- ity | 9. Number of Deriv- ative Securi- ties Bene- | 10. Owner- ship Form of De- rivative Secu- | 11. Nature of In- direct Bene- ficial Own- | | |

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| Title | Amount or Number of Shares | (Instr. 5) | Officially Owned at End of Month (Instr. 4) | Category: Direct (D) or Indi- rect (I) (Instr. 4) | Ownership (Instr. 4) |
|--------------|----------------------------------|---------------|--|--|-------------------------|
| Common Stock | 4,000 | | 1,000 | D | |
| Common Stock | 2,000 | | 3,000 | D | |
| Common Stock | 6,000 | | 24,000 | D | |
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Explanation of Responses:

- (1) The reporting person obtained and sold the Common Stock as a result of the cashless exercise.
- (2) On May 15, 1997, the reporting person was granted an option to purchase 5,000 shares of Common Stock in five equal annual installments beginning December 31, 1997.
- (3) On December 3, 1999, the reporting person was granted an option to purchase 5,000 shares of Common Stock in five equal annual installments beginning December 31, 1999.
- (4) On September 11, 2000, the reporting person was granted an option to purchase 30,000 shares of Common Stock in five equal annual installments beginning December 31, 2000.

/s/ Michael G

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

**Signature of

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