Rudin Mitchell E. Form 4 June 07, 2018

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Rudin Mitchell E. Symbol

(Middle)

(Zip)

Issuer MACK CALI REALTY CORP (Check all applicable)

below)

[CLI]

3. Date of Earliest Transaction

(Month/Day/Year)

06/05/2018

Director 10% Owner X\_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

C/O MACK-CALI REALTY CORPORATION, HARBORSIDE 3,

(Street)

(State)

(First)

210 HUDSON ST., STE. 400

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Vice Chairman

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

JERSEY CITY, NJ 07311

(City)	(State)	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)	Code (Instr. 3, 4 and 5)			Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	Ownership Form: Direct (D) or Indirect	Beneficial Ownership		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIISII: 1)		
Common Stock	06/05/2018		M <u>(1)</u>	61,471.95	A	\$ 0 (1)	75,067.21	D		
Common Stock	06/05/2018		D(3)	1.21	D	\$ 23.78 (3)	75,066	D		
Common Stock	06/05/2018		F(4)	29,679	D	\$ 0 (4)	45,387	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)

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. Transactio Code (Instr. 8)	onDeri Secu Acqu Disp	umber of vative rities uired (A) or osed of (D) r. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Performance Stock Units	\$ 0 (1)	06/05/2018		M(1)		61,471.95	06/05/2018	06/05/2018	Common Stock	$\epsilon$

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rudin Mitchell E. C/O MACK-CALI REALTY CORPORATION HARBORSIDE 3, 210 HUDSON ST., STE. 400 JERSEY CITY, NJ 07311

Vice Chairman

# **Signatures**

/s/ Mitchell E. 06/07/2018

\*\*Signature of Date
Reporting Person

# **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) On June 5, 2018, 61,471.95 Performance Stock Units vested for the reporting person and were converted to 61,471.95 shares of common stock of Mack-Cali Realty Corporation (the "Company").

Reported amounts exclude 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 2016 LTIP Units of Mack-Cali Realty, L.P. (the "Operating Partnership"), (iii) 23,041 Class B 2016 LTIP Units of the Operating Partnership, (iv) 56,138 Class C 2017 LTIP Units of the Operating Partnership, and (v) 9,270 Class D 2017 LTIP Units of the Operating Partnership. Subject to certain vesting conditions, all classes of LTIP Units of the

- (v) 9,270 Class D 2017 LTIP Units of the Operating Partnership. Subject to certain vesting conditions, all classes of LTIP Units of the Operating Partnership may be converted to Common Units on a one-for-one basis, which are redeemable for shares of common stock of the Company on a one-for-one basis.
- (3) In connection with 6,830.26 Restricted Stock Units and 61,471.95 Performance Stock Units that vested for the reporting person on June 5, 2018, \$23.78 was paid to the reporting person in respect of the aggregate of 1.21 fractional shares that vested.

**(4)** 

Reporting Owners 2

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On June 5, 2018, the reporting person forfeited 29,679 shares of common stock to the Company in payment of withholding taxes due with respect to the vesting of 6,830.26 Restricted Stock Units and 61,471.95 Performance Stock Units that vested on such date.

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.