

PHILIBOSIAN ALAN G
Form 4
April 07, 2011

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 *
PHILIBOSIAN ALAN G

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

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

EDISON, NJ 08837

(City) (State) (Zip)

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/06/2011 | | M ⁽¹⁾ | 5,000 A | \$ 26.31 | 18,527 ⁽²⁾ | D |
| Common Stock | 04/06/2011 | | S ⁽¹⁾ | 1,747 D | \$ 33.283 | 16,780 ⁽²⁾ | D |
| Common Stock | 04/06/2011 | | S ⁽¹⁾ | 1,320 D | \$ 33.29 | 15,460 ⁽²⁾ | D |
| Common Stock | 04/06/2011 | | S ⁽¹⁾ | 930 D | \$ 33.3 | 14,530 ⁽²⁾ | D |
| | 04/06/2011 | | S ⁽¹⁾ | 1,003 D | \$ 33.31 | 13,527 ⁽²⁾ | D |

Common
Stock

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. 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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units | \$ 0 ⁽³⁾ | 04/05/2011 | | A | 316.195 ⁽⁴⁾ | 08/08/1988 ⁽⁵⁾ | 08/08/1988 ⁽⁵⁾ | | | Common Stock |
| Director Stock Option (Right to Buy) | \$ 26.31 | 04/06/2011 | | M ⁽¹⁾ | 5,000 | 05/14/2002 ⁽⁷⁾ | 05/14/2011 | | | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PHILIBOSIAN ALAN G
C/O MACK-CALI REALTY CORPORATION
343 THORNALL STREET
EDISON, NJ 08837

X

Signatures

/s/ Alan G.
Philibosian

04/07/2011

**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 reporting person obtained and sold the common stock as a result of the cashless exercise of Director Stock Options.

Reported amount excludes 250 shares of common stock indirectly beneficially owned by the reporting person's family. Pursuant to Rule

(2) 13d-4 of the Securities Exchange Act of 1934, as amended, the reporting person disclaims beneficial ownership of the 250 shares that are indirectly beneficially owned.

(3) The phantom stock units convert to common stock on a one-for-one basis.

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

The phantom stock units were accrued under the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors and are to be

(5) 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.

(6) The ownership amounts reported exclude options to purchase 5,000 shares of common stock that are directly beneficially owned by the reporting person.

(7) On May 14, 2001, the reporting person was granted an option to purchase 5,000 shares of common stock. The option vested on May 14, 2002.

(8) The ownership amounts reported exclude options to purchase 5,000 shares of common stock at exercise prices different from those reported in Table II of this Form 4 that are directly beneficially owned by the reporting person.

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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