GROSSMAN MICHAEL

Form 4

January 21, 2005

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 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 * **GROSSMAN MICHAEL**

2. Issuer Name and Ticker or Trading Symbol

MACK CALI REALTY CORP

[CLI]

(Last) (First) (Middle)

(Month/Day/Year) 01/19/2005

C/O MACK-CALI REALTY CORPORATION, 11 COMMERCE DRIVE

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

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

Director

X_ Officer (give title

Issuer

below)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Vice President

10% Owner

Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

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response...

CRANFORD, NJ 07016

| (City) | (State) | (Zip) Tabl | le I - Non-D | Derivative | Secui | ities Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|---|---|--|---|------------------|--------------|---|---|---------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8) | | | 5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 01/19/2005 | | M <u>(1)</u> | 3,738 | A | \$ 26.75 | ŕ | D | |
| Common Stock | 01/19/2005 | | S | 3,738 | D | \$ 44.755 | 63,106 | D | |
| Common Stock | 01/19/2005 | | M(2) | 262 | A | \$ 26.75 | 63,368 | D | |
| Common Stock | 01/19/2005 | | S(2) | 262 | D | \$ 44.65 | 63,106 | D | |

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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) | 5. Number omf 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 Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|--|--|--------------------|---|--------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amoun or Numbe of Shares |
| Employee Stock Option (Right to Buy) | \$ 26.75 | 01/19/2005 | | M | 3,738 | 12/31/2000(3) | 09/11/2010 | Common Stock | 3,738 |
| Employee Stock Option (Right to Buy) | \$ 26.75 | 01/19/2005 | | M(2) | 262 | 12/31/2000(3) | 09/11/2010 | Common Stock | 262 |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | |
|--------------------------------|----------|---------------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |

GROSSMAN MICHAEL C/O MACK-CALI REALTY CORPORATION 11 COMMERCE DRIVE CRANFORD, NJ 07016

Executive Vice President

Signatures

/s/ Michael Grossman 01/21/2005

**Signature of Date
Reporting Person

Reporting Owners 2

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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 the Common Stock as a result of the exercise of Employee Stock Options.
- (2) The reporting person obtained and sold the Common Stock as a result of the cashless exercise of Employee Stock Options.
- On September 11, 2000, the reporting person was granted an option to purchase 30,000 shares of Common Stock. The option vested in five equal annual installments beginning December 31, 2000.

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.