

MACK CALI REALTY CORP
 Form 4
 June 08, 2015

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 *
 DeMarco Michael J.

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)
 06/05/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and COO

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 08837-2206

(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 (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 Ownership (Instr. 4)
Restricted Stock Units	06/05/2015		A(1)(2)	V 18,775.27 (1) (2)	(A) or (D) Price \$ 0 (1) (2)	D	

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

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 (9-02)

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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 (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable Expiration Date Title
Performance Stock Units	\$ 0 ⁽³⁾	06/05/2015		A ⁽³⁾	56,325.82	06/05/2018 ⁽⁴⁾	06/05/2018 ⁽⁴⁾ Common Stock
Stock Options (Right to Buy)	\$ 17.31	06/05/2015		A ⁽⁵⁾	200,000	⁽⁵⁾	06/05/2025 ⁽⁵⁾ Common Stock
Stock Options (Right to Buy)	\$ 17.31	06/05/2015		A ⁽⁶⁾	200,000	⁽⁶⁾	06/05/2025 ⁽⁶⁾ Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DeMarco Michael J.
C/O MACK-CALI REALTY CORPORATION
343 THORNALL STREET
EDISON, NJ 08837-2206

President and COO

Signatures

/s/ Michael J. DeMarco 06/08/2015

 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) On June 5, 2015 (the "Grant Date"), the reporting person was granted 18,775.27 restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of common stock of Mack-Cali realty Corporation (the "Company").
- (2) The RSUs shall vest in three equal, annual installments commencing on June 5, 2016.
- (3) On the Grant Date, the reporting person was granted 56,325.82 performance stock units ("PSUs"). Each PSU represents a contingent right to receive one share of the Company's common stock.
- (4) The PSUs shall vest based on the degree to which a relative total shareholder return target is attained for the three year performance period commencing on the Grant Date.

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- (5) On the Grant Date, the reporting person was granted options to purchase 200,000 shares of the Company's common stock at an exercise price of \$17.31 per share, the closing price of the Company's common stock on the New York Stock Exchange (the "NYSE") on the Grant Date. The options shall vest in three equal, annual installments commencing on June 5, 2016.

- (6) On the Grant Date, the reporting person was granted options to purchase 200,000 shares of the Company's common stock at an exercise price of \$17.31 per share, the closing price of the Company's common stock on the NYSE on the Grant Date. The Options shall vest subject to the closing price of the Company's common stock on the NYSE being equal to or greater than \$25.00 for 30 consecutive trading days on or before June 30, 2019.

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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