

DeMarco Michael J.
 Form 4
 March 15, 2019

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)
 03/13/2019

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

C/O MACK-CALI REALTY CORPORATION, HARBORSIDE 3, 210 HUDSON ST., STE. 400

(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

JERSEY CITY, NJ 07311

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

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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 Amount of Underlying Security (Instr. 3 and 4)
AO LTIP Units of Limited Partnership Interest	(1)	03/13/2019		A	625,000	(2) 03/13/2029(3)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeMarco Michael J. C/O MACK-CALI REALTY CORPORATION HARBORSIDE 3, 210 HUDSON ST., STE. 400 JERSEY CITY, NJ 07311	X		Chief Executive Officer	

Signatures

/s/ Michael J. DeMarco 03/15/2019

**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 March 13, 2019, the reporting person received a grant of appreciation only LTIP units (the "AO LTIPs Units") of Mack-Cali Realty, L.P. (the "Operating Partnership"). The AO LTIP Units are a class of units of the Operating Partnership that, following the achievement of certain price vesting conditions, are convertible by the holder into a number of common units of the Operating Partnership (the "Common Units") determined by reference to the increase in the value of a share of common stock (the "Common Stock") of Mack-Cali Realty Corporation (the "Company") at the time of conversion over the value of Common Stock at the time of grant. Common Units are redeemable by the holder for cash or, at the Company's election, shares of Common Stock on a one-for-one basis.

The AO LTIP Units are subject to the satisfaction of price vesting conditions over a four-year period as follows: (i) 250,000 AO LTIP Units should vest on the earliest date on which the closing price of the Common Stock, as reported on the New York Stock Exchange (the "NYSE"), has been equal to or greater than \$25.00 per share for at least thirty (30) consecutive trading days, (ii) 250,000 AO LTIP Units should vest on the earliest date on which the closing price of the Common Stock, as reported on the NYSE, has been equal to or greater than \$28.00 per share for at least thirty (30) consecutive trading days, and (iii) 125,000 AO LTIP Units should vest on the earliest date on which the closing price of the Common Stock, as reported on the NYSE, has been equal to or greater than \$31.00 per share for at least thirty (30) consecutive trading days, in each case provided that such date occurs prior to March 13, 2023.

(3) The right to convert the AO LTIP Units into Common Units has a maximum term of 10 years.

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- (4) Reported amounts exclude the following securities directly beneficially owned by the reporting person: (i) options to purchase 400,000 shares of the Common Stock, (ii) 23,041 Class B 2016 LTIP Units of the Operating Partnership, (iii) 196,482 Class C 2017 LTIP Units of the Operating Partnership, (iv) 32,443 Class D 2017 LTIP Units of the Operating Partnership, (v) 340,136 Class E 2018 LTIP Units of the Operating Partnership, and (vi) 58,997 Class F 2018 LTIP Units of the Operating Partnership. Subject to certain vesting conditions, all of these other classes of LTIP Units of the Operating Partnership may be converted to Common Units on a one-for-one basis, which are redeemable by the holder for cash or, at the Company's election, shares of Common Stock on a one-for-one basis.

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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