THOMAS ROGER W

Form 4 December 07, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMAS ROGER W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MACK CALI REALTY CORP

[CLI]

(Middle)

(Zip)

Director 10% Owner

(Check all applicable)

EVP, Gen Counsel and Secretary

X_ Officer (give title below)

Other (specify

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

(Street)

(State)

(First)

(City)

(Last)

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

3. Date of Earliest Transaction

(Month/Day/Year)

12/05/2006

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

EDISON, NJ 08837

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported

6. Ownership 7. Nature of Indirect Form: Direct Beneficial Ownership (Instr. 4)

(A) or Code V

Transaction(s) (Instr. 3 and 4) Price Amount (D)

Common 10/05/2006 $G^{(1)}$ V 200 D \$0 92,180 D Stock

Common \$0 $A^{(2)}$ 12/05/2006 99,704 D Stock

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

(Month/Day/Year)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	3 and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
					Date	Date	Expiration	Or Title Nesselves			
						Exercisable Date	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

THOMAS ROGER W C/O MACK-CALI REALTY CORPORATION 343 THORNALL STREET **EDISON, NJ 08837**

EVP, Gen Counsel and Secretary

Signatures

/s/ Roger W. 12/07/2006 Thomas

**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).
- On October 5, 2006, the reporting person donated 200 shares of common stock to Pathways to Excellence: The Campaign for Far Hills Country Day School.

On December 5, 2006, the reporting person was granted: (i) 7,010 restricted shares of common stock pursuant to the 2000 Employee Stock Option Plan of Mack-Cali Realty Corporation, which shares shall be fully vested upon issuance and shall be subject to a six month

(2) restriction on transfer, and (ii) 514 restricted shares of common stock pursuant to the 2000 Employee Stock Option Plan of Mack-Cali Realty Corporation, which shares shall vest in two, equal, annual installments on January 1, 2007 and January 1, 2008, and solely with respect to the shares that will vest on January 1, 2007, shall be subject to a six month restriction on transfer.

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.

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