

MACK CALI REALTY CORP
Form 4
March 10, 2016

FORM 4

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

OMB APPROVAL

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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 *
Litt Jonathan

(Last) (First) (Middle)

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

(Street)

EDISON, NJ 08837

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MACK CALI REALTY CORP [CLI]

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
			Code	V	Amount	Price			
Common Stock	03/08/2016		A ⁽¹⁾		3,687	A	\$ 0 <u>(1)</u>	8,900 ⁽²⁾	D

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Litt Jonathan
 C/O MACK-CALI REALTY CORPORATION
 343 THORNALL STREET
 EDISON, NJ 08837

X

Signatures

/s/ Jonathan Litt 03/10/2016

 **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).

(1) On March 8, 2016, the reporting person was granted 3,687 restricted shares of common stock pursuant to the 2013 Incentive Stock Plan of Mack-Cali Realty Corporation and in consideration of services rendered as a member of the Board of Directors in 2015. The shares shall vest on January 1, 2017.

(2) The securities reported in Column 5 of this Table I exclude the following shares of common stock indirectly beneficially owned by the reporting person: (a) 674,000 shares of common stock that may be deemed to be beneficially owned by Land & Buildings Capital Growth Fund, L.P. or L&B Real Estate Opportunity Fund LP (the "L&B Funds"); (b) 866,300 shares of common stock that may be deemed to be beneficially owned by Land & Buildings Investment Management, LLC ("Land & Buildings") by virtue of investment management agreements with the L&B Funds and a separate managed account; and (c) 866,300 shares of common stock that may be deemed to be beneficially owned by the reporting person by virtue of his direct and indirect control of each of the L&B Funds and Land & Buildings.

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.