

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

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

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 President and COO

(Street)  
 EDISON, NJ 08837-2206

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

(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)	Price		
				Code	V	Amount	

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

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 (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. Amount or Number of Shares
Class A 2016 LTIP Units	(1)	03/08/2016		A	118,989	(2) (2)	Common Stock	118,989
Class B 2016 LTIP Units	(3)	03/08/2016		A	23,041	(4) (4)	Common Stock	23,041

## 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 03/10/2016

\*\*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 8, 2016, the reporting person received a grant of Class A 2016 LTIP Unit (the "Class A Units") of Mack-Cali Realty, L.P. (the "Operating Partnership"), the operating partnership of Mack-Cali Realty Corporation ("the Company"). The Class A Units are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Common Units of the Operating Partnership ("Common Units"). Common Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, shares of common stock of the Company on a one-for-one basis or the cash value of such shares.
- (2) Fifty percent (50%) of the Class A Units may vest over a three to five year period based on the attainment of absolute total stockholder return ("TSR") metrics by the Company over a three year performance period. The remaining fifty percent (50%) of the Class A Units may vest over a three to five year period based on the Company's TSR relative to the TSR of other equity office REITs in the NAREIT Index over the same three year performance period.
- (3) On March 8, 2016, the reporting person received a grant of Class B 2016 LTIP Unit (the "Class B Units") of Mack-Cali Realty, L.P. (the "Operating Partnership"), the operating partnership of Mack-Cali Realty Corporation ("the Company"). The Class B Units are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting are convertible by the holder into an

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equivalent number of Common Units of the Operating Partnership ("Common Units"). Common Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, shares of common stock of the Company on a one-for-one basis or the cash value of such shares.

- (4) The Class B Units vest in equal portions over a three year period commencing March 8, 2017.
- (5) Reported amount excludes 57,582.4 unvested Performance Stock Units which shall vest based on the degree to which a relative total shareholder return target is attained for the three year performance period ending June 4, 2018.

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.