

DeBari Giovanni M  
Form 3  
March 15, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *     |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                |  |
| Â DeBari Giovanni M                           |         |          | (Month/Day/Year)                     | MACK CALI REALTY CORP [CLI]                                |  |
| (Last)  | (First) | (Middle) | 03/13/2019                           | 4. Relationship of Reporting Person(s) to Issuer           | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O MACK-CALI REALTY CORPORATION,Â HARBORSIDE |         |          |                                      | (Check all applicable)                                     |  |
| 3, 210 HUDSON ST., STE. 400                   |         |          |                                      | ___ Director ___ 10% Owner                                 |  |
| (Street)                                      |         |          |                                      | _X_ Officer ___ Other (give title below) (specify below)   |  |
| JERSEY CITY,Â NJÂ 07311                       |         |          |                                      | Chief Accounting Officer                                   |  |
| (City)  | (State) | (Zip)    |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line) |  |
|   |         |          |                                      | _X_ Form filed by One Reporting Person                     |  |
|   |         |          |                                      | ___ Form filed by More than One Reporting Person           |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,250   | D  | Â   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|  |  | Title   |   |   |   |

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|                    | Date Exercisable | Expiration Date |              | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Class B LTIP Units | Â (1)            | Â (1)           | Common Stock | 1,844                      | \$ (1)   | D                                     | Â |
| Class C LTIP Units | Â (2)            | Â (2)           | Common Stock | 2,246                      | \$ (2)   | D                                     | Â |
| Class D LTIP Units | Â (3)            | Â (3)           | Common Stock | 742                        | \$ (3)   | D                                     | Â |
| Class F LTIP Units | Â (4)            | Â (4)           | Common Stock | 5,900                      | \$ (4)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| DeBari Giovanni M<br>C/O MACK-CALI REALTY CORPORATION<br>HARBORSIDE 3, 210 HUDSON ST., STE. 400<br>JERSEY CITY, NJ 07311 | Â             | Â         | Â Chief Accounting Officer | Â     |

## Signatures

/s/ Giovanni M. DeBari 03/15/2019

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Class B LTIP Units are a class of limited partnership units of Mack-Cali Realty, L.P. (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 election of Mack-Cali Realty Corporation (the "Company"), shares of common stock of the Company on a one-for-one basis or the cash value of such shares. The Class B LTIP Units vested on March 8, 2019.

(2) The Class C LTIP Units are a class of limited partnership 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. Common Units of the Operating Partnership are redeemable by the holder for cash or, at the election of the Company, shares of common stock of the Company on a one-for-one basis or the cash value of such shares. Fifty percent (50%) of the Class C LTIP 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 C LTIP 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 period.

(3) The Class D LTIP 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. 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. The Class D LTIP Units vest on April 4, 2020.

(4) The Class F LTIP 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. Common Units of the Operating Partnership are redeemable

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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. The Class F LTIP Units vest on April 20, 2021.

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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