

FORM 4 (CONTINUED)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
			Code	V
				(A) (D)
Units of Limited Partnership Interest (1)		5/8/02	J(2)	9,921
Units of Limited Partnership Interest (1)				
Series B Preferred Units of Limited Partnership Interest (4)		5/8/02	J(2)	631
Series B Preferred Units of Limited Partnership Interest (4)				
Warrants to Purchase Units of Limited Partnership Interest (6)		5/8/02	J(2)	5,090
Warrants to Purchase Units of Limited Partnership Interest (6)				

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of			

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	Shares	(Instr. 4)	(Instr. 4)	
----- Common Stock	(1)	744,435 (1)	D	
-----		63,370 (1)	I	(3)
----- Common Stock	(4)	47,326 (4)	D	
-----		4,027 (4)	I	(5)
----- Common Stock	(6)	382,768 (6)	D	
-----		32,517 (6)	I	(7)

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, SEE Instruction 6 for procedure.

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Explanation of Responses:

- (1) The units of limited partnership interest ("Units") represent interests in Mack-Cali Realty, L.P., a Delaware limited partnership, through which Mack-Cali Realty Corporation (the "Corporation") conducts its real estate activities. The Units are redeemable for cash, based upon the fair market value of an equivalent number of shares of Common Stock at the time of such redemption, or, at the election of the Corporation, shares of Common Stock on a one-for-one basis.
- (2) On May 8, 2002, TriWest Associates, LP transferred all of its rights, title and interest in and to its Units, the Series B Preferred Units of limited partnership interest (the "Series B Preferred Units") and Warrants to purchase Units (the "Warrants").
- (3) Units of Limited Partnership held by members of the reporting person's immediate family and trusts of which he is a trustee.
- (4) The Series B Preferred Units are immediately convertible into Units. Any Units received upon conversion of Series B Preferred Units shall be redeemable into an equal number of shares of Common Stock. The reporting person's 47,326 Series B Preferred Units are convertible into 1,365,830 Units and the 4,027 Series B Preferred Units held by the reporting person's immediate family and trusts are convertible into 116,219 Units.
- (5) The Series B Preferred Units are held by members of the reporting person's immediate family and trusts of which he is a trustee.
- (6) The Warrants are exercisable on a one-for-one basis. The Warrants are exercisable at a price of \$37.80 per Unit and expire on December 11, 2002. Any Units received upon exercise of the Warrants shall be immediately redeemable into Common Stock.
- (7) Unit Warrants held by members of the reporting person's immediate family and trusts of which he is a trustee.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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/s/ Earle I. Mack

6/10/02

**Signature of Reporting Person

Date

* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
(Print or Type Name of Security)