

MACK CALI REALTY CORP
 Form 4
 January 08, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Rudin Mitchell E.

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)

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

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

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

(Street)

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

EDISON, NJ 08837-2206

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Restricted Stock Units | 01/06/2016 | | A ⁽¹⁾⁽²⁾ | | 126.11 <u>(1)</u> <u>(2)</u> | A | \$ 0 <u>(1)</u> <u>(2)</u> |
| | | | | | 19,194.13 | D | |

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

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 (9-02)

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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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Stock Units | \$ 0 ⁽³⁾ | 01/06/2016 | | A ⁽³⁾ | 378.33 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 378.33 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rudin Mitchell E.
C/O MACK-CALI REALTY CORPORATION
343 THORNALL STREET
EDISON, NJ 08837-2206

CEO

Signatures

/s/ Mitchell E.
Rudin

01/08/2016

**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).

On June 5, 2015 (the "Grant Date"), the reporting person was issued 18,775.27 restricted stock units ("RSUs") which shall vest in three equal, annual installments commencing June 5, 2016. Each RSU represents a contingent right to receive one share of common stock of

(1) Mack-Cali Realty Corporation (the "Company"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on the Company's common stock. On January 6, 2016, the record date for the Company's quarterly dividend on its common stock (the "Dividend Record Date"), 126.11 dividend equivalent rights at \$22.68 per RSU were credited to the reporting person's account.

(2) The RSUs attributable to dividend equivalents shall vest when, and to the extent, the underlying RSUs are vested.

On the Grant Date, the reporting person was granted 56,325.82 performance stock units ("PSUs") which shall vest based on the degree to which a relative total shareholder return target is attained for the three year performance period commencing on the Grant Date. Each

(3) PSU represents a contingent right to receive one share of the Company's common stock. Dividend equivalent rights accrue with respect to these PSUs when and as dividends are paid on the Company's common stock. On the Dividend Record Date, 378.33 dividend equivalent rights at \$22.68 per PSU were credited to the reporting person's account.

(4) The PSUs attributable to dividend equivalents shall vest when, and to the extent, the underlying PSUs are vested.

(5) Reported amount excludes options to purchase 400,000 shares of the Company's common stock directly beneficially owned by the reporting person.

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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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