

MACK CALI REALTY CORP

Form 4

April 06, 2017

**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 \*  
 Cardoso Ricardo

(Last) (First) (Middle)

 C/O MACK-CALI REALTY  
 CORPORATION, HARBORSIDE 3,  
 210 HUDSON ST., STE. 400

(Street)

JERSEY CITY, NJ 07311

(City) (State) (Zip)

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

 3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/04/2017

 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)  
 EVP & Chief Investment Officer

 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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. Pr Deriv Secu (Instr				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class C 2017 LTIP Units	\$ 0 <u>(1)</u>	04/04/2017		A <u>(1)</u>		13,473		<u>(2)</u>	<u>(2)</u>	Common Stock	13,473	\$ 0
Class D 2017 LTIP Units	\$ 0 <u>(3)</u>	04/04/2017		A <u>(3)</u>		4,449		<u>(4)</u>	<u>(4)</u>	Common Stock	4,449	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cardoso Ricardo C/O MACK-CALI REALTY CORPORATION HARBORSIDE 3, 210 HUDSON ST., STE. 400 JERSEY CITY, NJ 07311			EVP & Chief Investment Officer	

## Signatures

/s/ Ricardo  
Cardoso 04/06/2017

          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 April 4, 2017, the reporting person received a grant of Class C 2017 LTIP Unit (the "Class C Units") of Mack-Cali Realty, L.P. (the "Operating Partnership"), the operating partnership of Mack-Cali Realty Corporation (the "Company"). The Class C 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 C 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 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)

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On April 4, 2017, the reporting person received a grant of Class D 2017 LTIP Unit (the "Class B Units") of the Operating Partnership. The Class D 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.

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

Reported amounts exclude the following securities directly beneficially owned by the reporting person: (i) 5,949 Class A LTIP Units of Mack-Cali Realty, L.P. (the "Operating Partnership"), and (ii) 3,687 Class B LTIP Units of the Operating Partnership. Subject to certain vesting conditions, all classes of LTIP Units of the Operating Partnership may be converted to Common Units on a one-for-one basis, which are redeemable for shares of common stock of the Company on a one-for-one basis.

(5)

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.