

DeMarco Michael J.
Form 4
June 07, 2018

FORM 4

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

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

OMB APPROVAL

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(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, HARBORSIDE 3,
210 HUDSON ST., STE. 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

JERSEY CITY, NJ 07311

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/05/2018		M ⁽¹⁾	61,471.95	A \$ 0 ⁽¹⁾	81,324.21	D
Common Stock	06/05/2018		D ⁽³⁾	1.21	D \$ 23.78 ⁽³⁾	81,323	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Underlying Sec (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Performance Stock Units	\$ 0 ⁽¹⁾	06/05/2018		M ⁽¹⁾	61,471.95	06/05/2018 06/05/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeMarco Michael J. C/O MACK-CALI REALTY CORPORATION HARBORSIDE 3, 210 HUDSON ST., STE. 400 JERSEY CITY, NJ 07311	X		Chief Executive Officer	

Signatures

/s/ Michael J.
DeMarco 06/07/2018

 **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 June 5, 2018, 61,471.95 Performance Stock Units vested for the reporting person and were converted to 61,471.95 shares of common stock of Mack-Cali Realty Corporation (the "Company").

- Reported amounts exclude the following securities directly beneficially owned by the reporting person: (i) options to purchase 400,000 shares of the Company's common stock, (ii) 118,989 Class A 2016 LTIP Units of Mack-Cali Realty, L.P. (the "Operating Partnership"), (iii) 23,041 Class B 2016 LTIP Units of the Operating Partnership, (iv) 196,482 Class C 2017 LTIP Units of the Operating Partnership, (v) 32,443 Class D 2017 LTIP Units of the Operating Partnership, (vi) 340,136 Class E 2018 LTIP Units of the Operating Partnership, and (vii) 58,997 Class F 2018 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.

- (3) In connection with 6,830.26 Restricted Stock Units and 61,471.95 Performance Stock Units that vested for the reporting person on June 5, 2018, \$23.78 was paid to the reporting person in respect of the aggregate of 1.21 fractional shares that vested.

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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