

MACK WILLIAM L
Form 4
June 10, 2002

FORM 4

U.S. 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

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
Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol		6. R
Mack	William	L.	Mack-Cali Realty Corporation (CLI)		X
(Last)	(First)	(Middle)			--
c/o Mack-Cali Realty Corporation			3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year	---
11 Commerce Drive				05/02	
(Street)					7.
Cranford, New Jersey 07016			5. If Amendment, Date of Original (Month/Year)		X

(City)	(State)	(Zip)	TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, OR TRANSFERRED			
1. Title of Security (Instr. 3)			2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Sec Ben Own End Mon
					(A) or (D)	(In and
			Code	V	Amount	Price

* 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.

(Print or Type R

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. Conver- sion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)		5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4, and 5)	
			Code	V	(A)	(D)
Units of Limited Partnership Interest (1)		5/8/02	J(2)		11,905	
Units of Limited Partnership Interest (1)		5/8/02	J(2)			123,425
Series B Preferred Units of Limited Partnership Interest (4)		5/8/02	J(2)		755	
Series B Preferred Units of Limited Partnership Interest (4)		5/8/02	J(2)			7,844
Warrants to Purchase Units of Limited Partnership Interest (6)		5/8/02	J(2)		6,109	
Warrants to Purchase Units of Limited Partnership Interest (6)		5/8/02	J(2)			63,334

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	10. Ownership Form of Derivative Security: Direct (D) or	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Title	Amount or Number of Shares	of Month (Instr. 4)	Indi- rect (I) (Instr. 4)	
Common Stock	(1)	872,626 (1)	D	
Common Stock	(1)	361,265 (1)	I	(3)
Common Stock	(4)	54,556 (4)	D	
Common Stock	(4)	22,594 (4)	I	(5)
Common Stock	(6)	439,477 (6)	D	
Common Stock	(6)	182,448 (6)	I	(7)

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

Page 3 of 3

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"). Prior to the transfer, the reporting person possessed sole or shared dispositive power or voting power with respect to all the Units, the Series B Preferred Units and Warrants held by TriWest Associates, LP.
- (3) Includes Units held by members of the reporting person's immediate family and trusts of which he is a trustee and Units held by trusts of which the reporting person or his wife is a trustee, of which the reporting person disclaims beneficial ownership.
- (4) The Series B Preferred Units are immediately convertible into Units. Any Units received upon conversion of the Series B Preferred Units shall be redeemable into an equal number of shares of Common Stock. The reporting person's 54,556 Series B Preferred Units are convertible into 1,574,488 Units and the 22,594 Series B Preferred Units held by the reporting person's immediate family and trusts are convertible into 652,063 Units.
- (5) Includes Series B Preferred Units held by members of the reporting person's immediate family and trusts of which he is a trustee and Series B Preferred Units held by trusts of which the reporting person or his wife is a trustee, of which the reporting person disclaims beneficial ownership.
- (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.

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Any Units received upon exercise of the Warrants shall be immediately redeemable into Common Stock.

- (7) Includes Warrants held by members of the reporting person's immediate family and trusts of which he is a trustee and Warrants held by trusts of which the reporting person or his wife is a trustee, of which the reporting person disclaims beneficial ownership.

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

/s/ William L. 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 Reporting Person)