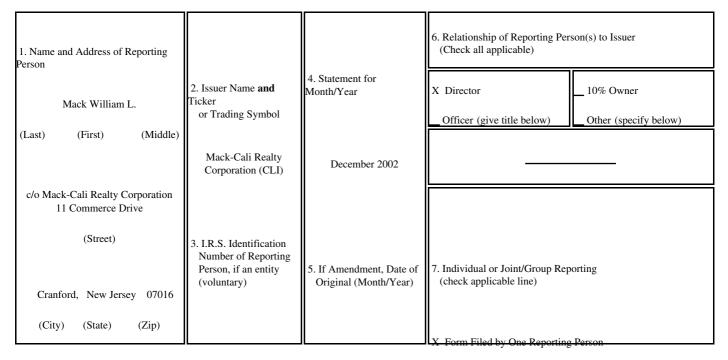
MACK WILLIAM L

Form 5

Reported

February 14, 2003

FORM 5 OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 _ Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may ANNUAL STATEMENT OF CHANGES IN BENEFICIAL continue. See Instruction **OWNERSHIP** OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden Form 3 Holdings Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the hours per response. . . 1.0 Reported Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 X Form 4 Transactions



Form Filed by More than One Reporting Person

. Owner-Amount of ship Securities Form: Beneficially Direct(D) Nature of Securities Acquired (A) Transaction 2A. Deemed Owned at the Indirect or Disposed of (D) 1. Title of Date Execution Date, 3. Transaction end of Issuer's Indirect Beneficial (Instr. 3, 4, and 5) (Month/Day/ Ownership Security Code Fiscal Year if any (Instr. 3) (Month/Day/Year) (Instr. 3 and 4) Year) (Instr. 8) (Instr. 4) (Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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^{*} If the form is filed by more than one reporting person, see instruction 4(b)(v).

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

9. Numbe of Derivative	ve 10.Ownership
8. Price of Beneficial Owned at	Ally Security: o t Direct (D) or B fear Indirect (I)
\$33.96	D
\$33.50	D
\$30.67 2,675.58	89 D
	_
	_
	_
	of Derivative Securities Beneficia Owned at End of Young (Instr. 4) \$33.96

Exp	lanation	of Responses:

(1) The number of phantom stock units awarded is comprised of a quarterly director s fee earned and quarterly dividend credited on cumulative phantom stock units under the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors.

(2) The phantom stock units were accrued under the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors and are to be settled 100% in Mack-Cali Realty Corporation common stock upon the termination of the reporting person s service on the Board of Directors of Mack-Cali Realty Corporation or upon a change in control of Mack-Cali Realty Corporation.

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/s/ William L. Mack 2/14/03

** Signature of Reporting Person

Date

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

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.

http://www.sec.gov/divisions/corpfin/forms/form5.htm

Last update: 09/03/2002