

Edgar Filing: MACK WILLIAM L - Form 5

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

FORM 5 (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. Conversion of Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |
|---|--|--------------------------------------|--------------------------------|--|
|---|--|--------------------------------------|--------------------------------|--|

Code V (A) (D)

| | | | | |
|---------------------|---------|----------|-----|---------|
| Phantom Stock Units | 1-for-1 | 3/31/01 | A V | 223.294 |
| Phantom Stock Units | 1-for-1 | 6/30/01 | A V | 213.566 |
| Phantom Stock Units | 1-for-1 | 9/30/01 | A V | 201.816 |
| Phantom Stock Units | 1-for-1 | 12/31/01 | A V | 205.313 |

| 7. Title and Amount of Underlying Securities | 8. Price of | 9. Number of Deriv- | 10. Ownership | 11. Nature of |
|--|-------------|---------------------|---------------|---------------|
|--|-------------|---------------------|---------------|---------------|

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| (Instr. 3 and 4) | | Deriv- ative Secur- ity (Instr. 5) | ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4) | of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4) | Indirect Bene- ficial Owner- ship (Instr. 4) |
|------------------|--------------|---|---|---|---|
| | Title | Amount or Number of Shares | | | |
| | Common Stock | 223.294 | \$26.28 | 1,456.244 | D |
| | Common Stock | 213.566 | \$28.08 | 1,669.810 | D |
| | Common Stock | 201.816 | \$30.41 | 1,871.626 | D |
| | Common Stock | 205.313 | \$30.50 | 2,076.939 | D |

Explanation of Responses:

(1) 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.

/s/ Wil

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

**Signature o

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

Potential persons who are to respond to the collection of information contained in this form are form displays a currently valid OMB number.