

MACK CALI REALTY CORP  
 Form 4  
 January 08, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM 4

Washington, D.C. 20549

OMB APPROVAL

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

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response .... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Gruss	Martin	D.	Mack-Cali Realty Corporation (CLI)		<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Last)	(First)	(Middle)			<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
c/o Mack-Cali Realty Corporation 11 Commerce Drive			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year	
					1/6/03	
(Street)			5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
Cranford,	New Jersey	07016			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City)	(State)	(Zip)			<input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	

FORM 4 (Continued)

**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)																				
					Code V	(A)	(D)	Date Exercisable	Expiration Date																		
Phantom Stock Units	1 for 1	1/6/03		A		226.738 (1)		(2)	(2)																		
<table border="1"> <thead> <tr> <th colspan="2">7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th> <th>8. Price of Derivative Security (Instr. 5)</th> <th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th> <th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th> <th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th> </tr> <tr> <th>Title</th> <th>Amount or Number of Shares</th> <th></th> <th></th> <th></th> <th></th> </tr> </thead> <tbody> <tr> <td>Common Stock</td> <td>226.738</td> <td>\$29.95</td> <td>2,902.327</td> <td>D</td> <td></td> </tr> </tbody> </table>										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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	Title	Amount or Number of Shares					Common Stock	226.738	\$29.95	2,902.327	D	
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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)																						
Title	Amount or Number of Shares																										
Common Stock	226.738	\$29.95	2,902.327	D																							

