

MACK CALI REALTY CORP
 Form 4
 June 03, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HERSH MITCHELL E

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
06/01/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and CEO

C/O MACK-CALI REALTY CORPORATION, 343 THORNALL STREET

(Street)

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

EDISON, NJ 08837

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 06/01/2015 | | A ⁽¹⁾ | V Amount \$0 (1) | 736,450 | D | |

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

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SEC 1474 (9-02)

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

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| 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 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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Phantom Stock Units | \$ 0 ⁽²⁾ | 06/01/2015 | | F ⁽²⁾ | 41,713.055 ⁽²⁾ | 11/04/2014 08/08/1988 ⁽³⁾ | Common Stock 4 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HERSH MITCHELL E
C/O MACK-CALI REALTY CORPORATION
343 THORNALL STREET
EDISON, NJ 08837

President and CEO

Signatures

/s/ Mitchell E.
Hersh

06/03/2015

^{**}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 1, 2015, Mack-Cali Realty Corporation (the "Company") issued 41,811 shares of common stock to a rabbi trust for the benefit of Mitchell E. Hersh (the "Trust") as required by the Separation and General Release Agreement dated November 4, 2014 by and between the Company and Mr. Hersh (the "Separation Agreement") in full and final satisfaction of all obligations to Mr. Hersh under his Amended and Restated TSR-Based Performance Award Agreement with a grant date of January 1, 2013.

(2) On June 1, 2015, 41,713.055 phantom stock units previously issued to Mr. Hersh pursuant to his Deferred Retirement Compensation Agreement with the Company with a grant date of January 1, 2013 (the "Deferred Award Agreement") were cancelled and forfeited as required by the terms of the Separation Agreement and in consideration of the payment to the Trust of the Deferred Amount (as defined in the Separation Agreement) in full and final satisfaction of all obligations to Mr. Hersh under his Deferred Award Agreement.

(3) The phantom stock units are not subject to expiration and shall become payable within 30 days of Mr. Hersh's separation from the Company.

(4) The reported amount excludes 121,424 common units of limited partnership interest of Mack-Cali Realty, L.P. beneficially owned by Mr. Hersh.

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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