

Edgar Filing: MACK CALI REALTY CORP - 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)
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			Code	V	(A)	(D)
Phantom Stock Units	1 for 1	3/31/01	A	V	111.646	
Phantom Stock Units	1 for 1	6/30/01	A	V	106.783	
Phantom Stock Units	1 for 1	9/30/01	A	V	100.908	
Phantom Stock Units	1 for 1	12/31/01	A	V	102.656	

7. Title and Amount of Underlying Securities	8. Price of	9. Number of Deriv-	10. Owner-ship	11. Na-ture 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	111.646	\$26.28	728.121	D
	Common Stock	106.783	\$28.08	834.904	D
	Common Stock	100.908	\$30.41	935.812	D
	Common Stock	102.656	\$30.50	1,038.468	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/ Alan G. Ph

**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.