

GROSSMAN MICHAEL  
Form 4  
January 21, 2005

**FORM 4**

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

OMB APPROVAL

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

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 \*  
GROSSMAN MICHAEL

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)  
01/19/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

C/O MACK-CALI REALTY CORPORATION, 11 COMMERCE DRIVE

(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

CRANFORD, NJ 07016

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 01/19/2005                           |  | M <sup>(1)</sup>               | 3,738 A   | \$ 26.75  | 66,844   | D                                 |
| Common Stock                    | 01/19/2005                           |  | S                              | 3,738 D   | \$ 44.755   | 63,106   | D                                 |
| Common Stock                    | 01/19/2005                           |  | M <sup>(2)</sup>               | 262 A   | \$ 26.75  | 63,368   | D                                 |
| Common Stock                    | 01/19/2005                           |  | S <sup>(2)</sup>               | 262 D   | \$ 44.65  | 63,106   | D                                 |

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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)

| 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) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |     |                  |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----|------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  |                                | Code  | V  | (A)   | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 26.75   | 01/19/2005                           |  | M                              | 3,738   | 12/31/2000 <sup>(3)</sup>                                | 09/11/2010  |     |                  |                 | Common Stock | 3,738                      |
| Employee Stock Option (Right to Buy)       | \$ 26.75   | 01/19/2005                           |  | M <sup>(2)</sup>               | 262   | 12/31/2000 <sup>(3)</sup>                                | 09/11/2010  |     |                  |                 | Common Stock | 262                        |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

GROSSMAN MICHAEL  
C/O MACK-CALI REALTY CORPORATION  
11 COMMERCE DRIVE  
CRANFORD, NJ 07016

Executive Vice President

## Signatures

/s/ Michael  
Grossman

01/21/2005

\*\*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) The reporting person obtained the Common Stock as a result of the exercise of Employee Stock Options.
- (2) The reporting person obtained and sold the Common Stock as a result of the cashless exercise of Employee Stock Options.
- (3) On September 11, 2000, the reporting person was granted an option to purchase 30,000 shares of Common Stock. The option vested in five equal annual installments beginning December 31, 2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.