

DeMarco Michael J.
Form 4
March 26, 2019

FORM 4

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

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

OMB APPROVAL

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 *
DeMarco Michael J.

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)
C/O MACK-CALI REALTY
CORPORATION, HARBORSIDE 3,
210 HUDSON ST., STE. 400

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Chief Executive Officer

(Street)
JERSEY CITY, NJ 07311

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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 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)	8.			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class G 2019 LTIP Units	\$ 0 <u>(1)</u>	03/22/2019		A <u>(1)</u>		245,298		<u>(2)</u>	<u>(2)</u>	Common Stock	245,298
Class H 2019 LTIP Units	\$ 0 <u>(3)</u>	03/22/2019		A <u>(3)</u>		44,683		<u>(4)</u>	<u>(4)</u>	Common Stock	44,683

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeMarco Michael J. C/O MACK-CALI REALTY CORPORATION HARBORSIDE 3, 210 HUDSON ST., STE. 400 JERSEY CITY, NJ 07311	X		Chief Executive Officer	

Signatures

/s/ Michael J.
DeMarco

03/26/2019

__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 March 22, 2019, the reporting person received a grant of Class G 2019 LTIP Units (the "Class G Units") of Mack-Cali Realty, L.P. (the "Operating Partnership"). The Class G Units are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Common Units of the Operating Partnership ("Common Units"). Common Units of the Operating Partnership are redeemable by the holder for cash or, at the election of Mack-Cali Realty Corporation (the "Company"), shares of common stock of the Company on a one-for-one basis or the cash value of such shares.
- (1) Fifty percent (50%) of the Class G Units may vest over a three to five year period based on the attainment of absolute total stockholder return ("TSR") metrics by the Company over a three year performance period. The remaining fifty percent (50%) of the Class G Units may vest over a three to five year period based on the Company's TSR relative to the TSR of other equity office REITs in the NAREIT Index over the same three year performance period.
- (2) On March 22, 2019, the reporting person received a grant of Class H 2019 LTIP Units (the "Class H Units") of the Operating Partnership. The Class H Units are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Common Units. Common Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, shares of common stock of the Company on a one-for-one basis or the cash value of
- (3)

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such shares.

- (4) The Class H Units vest on March 22, 2022 and are not subject to expiration.

Reported amounts exclude the following securities directly beneficially owned by the reporting person: (i) options to purchase 400,000 shares of the Common Stock, (ii) 23,041 Class B 2016 LTIP Units of the Operating Partnership, (iii) 196,482 Class C 2017 LTIP Units of the Operating Partnership, (iv) 32,443 Class D 2017 LTIP Units of the Operating Partnership, (v) 340,136 Class E 2018 LTIP Units of the Operating Partnership, (vi) 58,997 Class F 2018 LTIP Units of the Operating Partnership, and (vii) 625,000 Class AO LTIP Units of the Operating Partnership. Subject to certain vesting conditions, all of these other classes of LTIP Units of the Operating Partnership may be converted to Common Units on a one-for-one basis, except that Class AO LTIP Units convert to a number of Common Units determined by reference to the increase in value of the Company's common stock at the time of conversion over the value of the common stock at the March 13, 2019 grant date of the Class AO LTIP Units.

- (5) Operating Partnership. Subject to certain vesting conditions, all of these other classes of LTIP Units of the Operating Partnership may be converted to Common Units on a one-for-one basis, except that Class AO LTIP Units convert to a number of Common Units determined by reference to the increase in value of the Company's common stock at the time of conversion over the value of the common stock at the March 13, 2019 grant date of the Class AO LTIP Units.

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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