

Edgar Filing: MACK WILLIAM L - Form 5

MACK WILLIAM L
 Form 5
 February 14, 2002

 FORM 5

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

// CHECK BOX IF NO LONGER
 SUBJECT TO SECTION 16.
 FORM 4 OR FORM 5 OBLI-
 GATIONS MAY CONTINUE.
 SEE INSTRUCTION 1(b).

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

// FORM 3 HOLDINGS REPORTED
 // FORM 4 TRANSACTIONS REQUIRED

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	6.
Mack	William	L.	Mack-Cali Realty Corporation (CLI)	X
(Last)	(First)	(Middle)		--
c/o Mack-Cali Realty Corporation 11 Commerce Drive			3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year December 2001
(Street)				5. If Amendment, Date of Original (Month/Year)
Cranford,	New Jersey	07016		7. X
(City)	(State)	(Zip)		--

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount Secur- Benef- Owned end o Issue Fisca (Inst and 4
		Code V	Amount (A) or Price (D)	

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*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	223.294	
Phantom Stock Units	1-for-1	6/30/01	A V	213.566	
Phantom Stock Units	1-for-1	9/30/01	A V	201.816	
Phantom Stock Units	1-for-1	12/31/01	A V	205.313	

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	223.294	\$26.28	1,456.244	D
	Common Stock	213.566	\$28.08	1,669.810	D
	Common Stock	201.816	\$30.41	1,871.626	D
	Common Stock	205.313	\$30.50	2,076.939	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/ Wil

**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.