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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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(f) of the Investment Company Act of 1940

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

<S><C>

1. Name and Address of Reporting Person* Reporting Person(s)	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of to Issuer (Check X Director
all applicable)		
10% Owner Zuckerberg Roy	Mack-Cali Realty Corporation (CLI)	----
-----		Officer (give
Other (specify (Last) (First) (Middle) -- below)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year December 2000
c/o Mack-Cali Realty Corporation 11 Commerce Drive -----		-----
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(Street) Joint/Group Reporting	5. If Amendment, Date of Original (Month/Year)	7. Individual or (check X Form Filed by One --- Form filed by Reporting Person
applicable line)		
Reporting Person		
More than One Cranford, New Jersey 07016		---
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(City) (State) (Zip)	TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR	
BENEFICIALLY OWNED		

1. Title of Security 7. Nature of (Instr. 3) Indirect Beneficial Ownership (Instr. 4) Indirect	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or (I) (Instr.
4)					

\*If the form is filed by more than one reporting person, see instruction 4(b)(v).  
(Over)

SEC 2270 (7/97)

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 CONTROL NUMBER.

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FORM 5 (CONTINUED)

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 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)
Phantom Stock Units	1-for-1	3/31/00	A	V 163.14	(1) (1)
Phantom Stock Units	1-for-1	6/30/00	A	V 158.011	(1) (1)
Phantom Stock Units	1-for-1	9/30/00	A	V 160.118	(1) (1)
Phantom Stock Units	1-for-1	12/31/00	A	V 155.229	(1) (1)

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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<S><C>				
Common Stock	163.14	\$24.8125	525.641	D
Common Stock	158.011	\$26.1875	683.652	D
Common Stock	160.118	\$26.5625	843.770	D
Common Stock	155.229	\$28.00	998.999	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.

2/14/01

/s/ Roy Zuckerberg

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 \*\*Intentional misstatements or omissions of facts constitute  
 Date Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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 \*\*Signature of Reporting Person