

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K  
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (date of earliest event reported):

May 15, 2001

MACK-CALI REALTY CORPORATION

-----  
(Exact name of Registrant as specified in its charter)

MARYLAND

-----  
(State or other jurisdiction of incorporation)

1-13274

-----  
(Commission File No.)

22-3305147

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(I.R.S. Employer  
Identification No.)

11 Commerce Drive, Cranford, New Jersey 07016

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(Address of Principal Executive Offices) (Zip Code)

(908) 272-8000

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(Registrant's telephone number, including area code)

N/A

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(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS

On May 15, 2001, Mack-Cali Realty Corporation (the "Company") held its Annual Meeting of Stockholders. At the Annual Meeting, the Company's stockholders elected the following Class I directors to serve until the Annual Meeting of Stockholders to be held in 2004: Brendan T. Byrne (Number of shares for: 47,392,598, Number of shares against: 1,143,853), Martin D. Gruss (Number of shares for: 47,422,540, Number of shares against: 1,113,911), Vincent Tese (Number of shares for: 47,426,848, Number of shares against: 1,109,603), and Roy J. Zuckerberg (Number of shares for: 47,425,081, Number of shares against: 1,111,370). The remaining members of the 13 member Board of Directors and their respective terms of offices are as follows: Class II directors, Nathan Gantcher, Earle I. Mack, William L. Mack and Alan G. Philibosian, whose terms expire at the Annual Meeting of Stockholders to be held in 2002 and Class III directors, John J. Cali, John R. Cali, Mitchell E. Hersh, Irvin D. Reid and Robert F. Weinberg, whose terms expire at the Annual Meeting of Stockholders to be held in 2003.

At the Annual Meeting, the Company's stockholders also voted upon and approved the ratification of the appointment of PricewaterhouseCoopers LLP, independent accountants, as the Company's independent accountants for the ensuing year (Number of shares for: 48,335,671, Number of shares against: 68,785, Number of shares abstained: 131,995, Number of broker non-votes: 0).

In addition, at the Annual Meeting the Company's stockholders voted upon and approved, by the vote of at least a majority of all outstanding shares that is required for charter amendments, the adoption of an amendment to the charter of the Company to decrease the affirmative stockholder vote required to approve any extraordinary corporate action, such as a merger, consolidation, sale of all or substantially all of the assets or dissolution of the Company, from two-thirds to a majority of all votes entitled to be cast on the action by the holders of the outstanding shares of stock of the

Company (Number of shares for: 32,458,044, Number of shares against: 8,972,767, Number of shares abstained: 103,363, Number of broker non-votes: 7,002,277). Accordingly, the proposal passed by a vote of 56.98% of the Company's outstanding shares.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

EXHIBIT NO.	DESCRIPTION
3.1	Articles of Amendment dated May 15, 2001

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACK-CALI REALTY CORPORATION

Date: May 16, 2001

By: /s/ Roger W. Thomas

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Roger W. Thomas  
Executive Vice President, General Counsel  
and Secretary

EXHIBIT INDEX

EXHIBIT	DOCUMENT
3.1	Articles of Amendment dated May 15, 2001

MACK-CALI REALTY CORPORATION

ARTICLES OF AMENDMENT

MACK-CALI REALTY CORPORATION, a Maryland corporation, having its principal office in the State of Maryland at c/o CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202 (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation (the "Charter") as currently in effect is hereby amended by deleting therefrom in its entirety existing Article VII, and inserting in lieu thereof, the following new Article VII:

ARTICLE VII  
AMENDMENTS AND OTHER EXTRAORDINARY ACTIONS

Section 1. GENERAL POWER TO AMEND CHARTER. The Corporation reserves the right from time to time to make any amendment to its charter, now or hereafter authorized by law, including any amendment altering the terms or contract rights, as expressly set forth in this charter, of any shares of outstanding stock. All rights and powers conferred by the charter of the Corporation on stockholders, directors and officers are granted subject to this reservation.

Section 2. VOTE REQUIRED. Except as specifically required in Article V, Section 2 of the charter of the Corporation, notwithstanding any provision of law requiring a greater proportion of the votes entitled to be cast by the stockholders in order to take or approve any action, such action shall be valid and effective if taken or approved by the affirmative vote of at least a majority of all votes entitled to be cast by the stockholders on the matter.

SECOND: The foregoing amendment to the Charter of the Corporation was duly advised by the Board of Directors of the Corporation and duly approved by the stockholders of the Corporation, all in accordance with applicable sections of the Maryland General Corporation Law and the Charter and Bylaws of the Corporation.

THIRD: The Amendment set forth in these Articles of Amendment does not increase the authorized stock of the Corporation.

FOURTH: The undersigned Executive Vice President of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Executive Vice President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed under seal in its name and on its behalf by its Executive Vice President, and attested to by its Secretary, on this 15th day of May, 2001.

MACK-CALI REALTY CORPORATION

By: /s/ Barry Lefkowitz (SEAL)  
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Name: Barry Lefkowitz  
Title: Executive Vice President  
and Chief Financial Officer

Attest:

/s/ Roger W. Thomas  
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Name: Roger W. Thomas  
Title: Executive Vice President,  
General Counsel and Secretary

