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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/ / CHECK THIS BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS 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

(Print or Type Responses)

<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

all applicable)

X Director

10% Owner

Zuckerberg

Roy

J.

Mack-Cali Realty Corporation (CLI)

----

Officer (give

Other

(Last)

(First)

(Middle)

3. IRS or Social Security

4. Statement for

---- title

---- (specify

Number of Reporting

Month/Year

below)

below

Person (Voluntary)

----- --

c/o Mack-Cali Realty Corporation  
11 Commerce Drive

5/01

7. Individual or

Joint/Group Filing

(Street)

5. If Amendment,

(Check Applicable

Line)

Date of Original

X Form filed by One

Reporting Person

(Month/Year)

---

Form filed by More

than One

Cranford, New Jersey 07016

---Reporting Person

(City) (State) (Zip)  
BENEFICIALLY OWNED

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR

1. Title of Security

2. Trans-

3. Trans-

4. Securities Acquired (A)

5. Amount of

6. Owner-

7. Nature

(Instr. 3)

action

action

or Disposed of (D)

Securities

ship

of In-

Date

Code

(Instr. 3, 4 and 5)

Beneficially

Form:

direct

(Instr. 8)

Owned at

Direct Bene-

(Month/

End of

(D)

or ficial

Day/

Month

Indirect Owner-

Year)

(A) or

(I)

ship

Code V

Amount

(D)

Price

(Instr. 3

(Instr. 4) (Instr. 4)

and 4)

\* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).  
 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 (Over)

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FORM 4 (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) Ex-	2. Conversion or 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)
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					Date			
					Exercisable	tion Date		
					Code	V	(A)	(D)

<S><C>

Director Stock Option 5/14/11 (Right to Buy)	\$26.31	5/14/01	A	V	5,000	5/14/02
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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.	9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership
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Title	Amount or Number of Shares	5) Owned at End of Month (Instr. 4)	Direct (D) or Indi- rect (I) (Instr. 4)	(Instr. 4)
<S><C>				
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Common Stock	5,000	5,000	D	
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Explanation of Responses:

6/11/01

/s/ Roy J. 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).

-----  
 \*\*Signature of Reporting Person

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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