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<caption></caption>		UNITED STATES S	ECURITIES AN	ND EXCHANGE (	COMMISSION	1	
FORM 5 APPROVAL	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-	ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						OMB NUMBER: EXPIRES: ESTIMATED
AVERAGE BURDEN GATIONS MAY CONTINUE.		(a) of the Public					HOURS PER
RESPONSE 1.0 SEE INSTRUCTION 1(b).		ction 30(f) of t					
// FORM 3 HOLDINGS REPORTED // FORM 4 TRANSACTIONS REQU	)						
<pre><s><c> 1. Name and Address of Repor Reporting Person(s)</c></s></pre>	ting Person*	2. Issuer Name	and Ticker o	or Trading S	ymbol		
all applicable)							suer (Check
10% Owner  Mack William	L.	Mack-Cali Re	alty Corpora	ation (CLI)		X Dire	ector -
						0.55	
Other (specify (Last) (First)						011	icer (give title -
below)	(MIddle)	Number of Re	_	Month/Ye			below)
c/o Mack-Cali Realty Corpora 11 Commerce Drive	tion	Person (Volu	_	December			
(7)				F		7 7 11 11	1 . 1 .
(Street) Joint/Group Reporting						7. Individ	
applicable line)					Original 		check
Reporting Person				(Month/	Year)	X Form F	iled by One
More than One							filed by
Cranford, New Jersey	07016					Report 	ing Person
(City) (State) BENEFICIALLY OWNED	-	TABLE I NON-					
1. Title of Security 7. Nature of	2. Trans-	3. Transac- 4	. Securities	s Acquired (	A) or 5.	Amount of	6. Owner-
(Instr. 3) Indirect	action	tion	Disposed o	of (D)		Securities	ship
Beneficial	Date	Code	(Instr. 3,	, 4 and 5)		Beneficially	Form:
Ownership		(Instr. 8)				Owned at	Direct
(Instr. 4)	(Month/					end of	(D) or
Indirect	Day/					Issuer's	
	Year)	Code V		(D)	rice	Fiscal Year (Instr. 3 and 4)	(I)

·								
*If the form is filed by more than (Over)	one reporting	g person, see	e instru	action 4(b	)(▽).			
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FORM 5 (CONTINUED) TABLE :	II - DERIVATIV						OWNED									
	\_				CONVERTIBLE S											
. Title of Derivative Security (Instr. 3)	2. Conver- sion of Exercise Price of (Mont Deriv- ative Security		n action Code		Derivative Securities Ac-		6. Date Exercisable and Expiration Date (Month/Day/Year)									
							Date									
Expir-							Exer-									
ation							cisable	Date								
(0) (0)			Code	V	(A)	(D)	0100010	2400								
<\$>																
Phantom Stock Units	1-for-1	3/31/01	A	V	223.294		(1)	(1)								
Phantom Stock Units					213.566		(1)									
·																
Phantom Stock Units					201.816		(1)									
Phantom Stock Units	1-for-1	12/31/01			205.313		(1)	(1)								
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<Caption>

	4	ities Bene- ficially Owned	Deriv- ative Secur- ity: Direct	Bene- ficial Owner- ship (Instr. 4)
Amount or Title Number of Shares		at End of Year (Instr. 4)	(D) or In- direct (I) (Instr. 4	1)
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		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/ William L. Mack 2/14/02

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 $\ensuremath{^{\star\star}} \text{Intentional misstatements or omissions of facts constitute}$ 

\*\*Signature of Reporting Person

Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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 not required to respond unless the

form displays a currently valid OMB number.

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