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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM 5
APPROVAL

WASHINGTON, D.C. 20549

OMB

/ / CHECK BOX IF NO LONGER
SUBJECT TO SECTION 16.
FORM 4 OR FORM 5 OBLI-
AVERAGE BURDEN
GATIONS MAY CONTINUE.
RESPONSE 1.0
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 or
Section 30(f) of the Investment Company Act of 1940

OMB NUMBER:
EXPIRES:
ESTIMATED
HOURS PER

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

<S><C>

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of
Reporting Person(s) to Issuer (Check
all applicable) Mack-Cali Realty Corporation (CLI) X Director
Gantcher Nathan 10% Owner

Other (specify (Last) (First) (Middle) 3. IRS or Social Security 4. Statement for
-- below) Number of Reporting Person (Voluntary) Month/Year title --
c/o Mack-Cali Realty Corporation 11 Commerce Drive December 2001 below)

(Street) 5. If Amendment, 7. Individual or
Joint/Group Reporting Date of Original (check
applicable line) (Month/Year) X Form Filed by One
Reporting Person Form filed by
More than One Reporting Person
Cranford, New Jersey 07016

(City) (State) (Zip) TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR
BENEFICIALLY OWNED

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

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

SEC 2270 (7/97)

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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	3/31/01	A	V 217.864	(1) (1)
Phantom Stock Units	1 for 1	6/30/01	A	V 208.366	(1) (1)
Phantom Stock Units	1 for 1	9/30/01	A	V 196.830	(1) (1)
Phantom Stock Units	1 for 1	12/31/01	A	V 200.239	(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)
Title	Amount or Number of Shares			
Common Stock	217.864	\$26.28	1,216.863	D
Common Stock	208.366	\$28.08	1,425.229	D
Common Stock	196.830	\$30.41	1,622.059	D
Common Stock	200.239	\$30.50	1,822.298	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/ Nathan Gantcher

2/14/02

**Intentional misstatements or omissions of facts constitute 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 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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