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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM 5   WASHINGTON, D.C. 20549   OMB APPROVAL

/ / CHECK BOX IF NO LONGER   ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP   OMB NUMBER:
    SUBJECT TO SECTION 16.   EXPIRES:
    FORM 4 OR FORM 5 OBLI-   Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,   ESTIMATED AVERAGE BURDEN
    GATIONS MAY CONTINUE.   Section 17(a) of the Public Utility Holding Company Act of 1935 or   HOURS PER RESPONSE 1.0
    SEE INSTRUCTION 1(b).   Section 30(f) of the Investment Company Act of 1940

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

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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)
Zuckerberg Roy	Mack-Cali Realty Corporation (CLI)	X Director 10% Owner ---- ----
		Officer (give Other (specify
(Last) (First) (Middle) 3. IRS or Social Security 4. Statement for		---- title ---- below) below)
c/o Mack-Cali Realty Corporation Number of Reporting Month/Year	Person (Voluntary) December 2001	
(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
Cranford, New Jersey 07016		Reporting Person ---
(City) (State) (Zip)	TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction 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. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

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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)	
							Date Exercisable	Date Expiration
<S><C>			Code	V	(A)	(D)		
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 Under-lying Securities (Instr. 3 and 4)		8. Price of Deriv-ative Secur-ity (Instr. 5)	9. Number of Deriv-ative Secur-ities Bene-ficially Owned at End of Year (Instr. 4)	10. Owner-ship of Deriv-ative Secur-ity: Direct (D) or In-direct (I) (Instr. 4)	11. Na-ture of Indirect Bene-ficial Owner-ship (Instr. 4)
Title	Amount or Number of Shares				
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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/ Roy Zuckerberg
2/14/02

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**Intentional misstatements or omissions of facts constitute   **Signature of Reporting Person
Date
  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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