
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 13, 2005

**MACK-CALI REALTY CORPORATION
(Exact Name of Registrant as Specified in Charter)**

**Maryland
(State or Other Jurisdiction
of Incorporation)**

**1-13274
(Commission File Number)**

**22-3305147
(IRS Employer
Identification No.)**

**11 Commerce Drive, Cranford, New Jersey, 07016
(Address of Principal Executive Offices) (Zip Code)**

**(908) 272-8000
(Registrant's telephone number, including area code)**

**MACK-CALI REALTY, L.P.
(Exact Name of Registrant as Specified in Charter)**

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**333-57103
(Commission File Number)**

**22-3315804
(IRS Employer
Identification No.)**

**11 Commerce Drive, Cranford, New Jersey, 07016
(Address of Principal Executive Offices) (Zip Code)**

**(908) 272-8000
(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors;
Appointment of Principal Officers.**

On September 13, 2005, the Board of Directors (the "Board of Directors") of Mack-Cali Realty Corporation (the "General Partner"), the general partner of Mack-Cali Realty, L.P., acting on the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors, appointed Kenneth M. Duberstein to serve as a member of the Board of Directors. Mr. Duberstein will serve as a Class I director and fill the unexpired vacancy of the term of Martin D. Gruss, who resigned from the Board of Directors on June 30, 2005, which term shall expire at the 2007 annual meeting of stockholders.

Mr. Duberstein has served as Chairman and Chief Executive Officer of The Duberstein Group, an independent strategic planning and consulting company, since 1989. In addition, Mr. Duberstein has served as a member of the board of directors of The Boeing Company since 1997, and is also the chairman of its compensation committee and a member of its governance, organization and nominating committee. Mr. Duberstein has been a member of the board of directors of Collegiate Funding Services, Inc. since 2004, and is chairman of its audit committee and is a member of its compensation and nominating and governance committees. Mr. Duberstein has also served as a member of the board of directors of St. Paul Travelers Companies, Inc. since 1998, and is also a member of its compensation, governance and investment and capital markets committees. Mr.

Duberstein has also been a director of ConocoPhillips since 2002 and a director of Federal National Mortgage Association (Fannie Mae) since 1998, and is a member of the Board of Governors of the NASD. Mr. Duberstein previously served as Chief of Staff to President Ronald Reagan from 1988 to 1989. He also served in the White House as Deputy Chief of Staff in 1987, as well as both the Assistant and the Deputy Assistant to the President for Legislative Affairs from 1981 to 1983. Mr. Duberstein earned an A.B. degree from Franklin and Marshall College and an M.A. degree from American University. The General Partner's press release announcing Mr. Duberstein's appointment to the Board of Directors is filed herewith as Exhibit 99.1.

Item 8.01 Other Events.

On September 13, 2005, the Board of Directors approved and adopted the amendment and restatement of the Mack-Cali Realty Corporation Corporate Governance Principles (the "Corporate Governance Principles"). The amendments to the Corporate Governance Principles were adopted in response to a stockholder proposal approved at the annual meeting of stockholders of the General Partner held on June 23, 2005 and provide generally for a majority vote standard for nominees who stand for election as directors of the General Partner. These amendments provide that if, in any uncontested election of directors of the General Partner, a director nominee has a greater number of votes "withheld" from his or her election than votes cast "for" his or her election, such director nominee shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee of the Board of Directors. The Nominating and Corporate Governance Committee will recommend to the Board of Directors the action to

be taken with respect to any such resignation tendered to the Nominating and Corporate Governance Committee for consideration. The Corporate Governance Principles, as amended and restated, are filed herewith as Exhibit 99.2. The General Partner's press release announcing the amendment and restatement of the Corporate Governance Principles is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Mack-Cali Realty Corporation dated September 15, 2005.
99.2	Mack-Cali Realty Corporation Corporate Governance Principles.

SIGNATURES

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

MACK-CALI REALTY CORPORATION

Dated: September 15, 2005

By: /s/ ROGER W. THOMAS
Roger W. Thomas
Executive Vice President,
General Counsel and Secretary

MACK-CALI REALTY, L.P.

By: Mack-Cali Realty Corporation,
its general partner

Dated: September 15, 2005

By: /s/ ROGER W. THOMAS
Roger W. Thomas
Executive Vice President,
General Counsel and Secretary

EXHIBIT INDEX

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MACK - CALI REALTY CORPORATION

NEWS RELEASE

For Immediate Release

Contacts: Barry Lefkowitz
Executive Vice President
and Chief Financial Officer
(908) 272-8000

Virginia Sobol
Vice President, Marketing and
Public Relations
(908) 272-8000

Melanie Keenan
Senior Vice President
Rubenstein Associates
(212) 843-8092

MACK-CALI BOARD APPOINTS NEW DIRECTOR AND
AMENDS CORPORATE GOVERNANCE PRINCIPLES

Cranford, New Jersey—September 15, 2005—Mack-Cali Realty Corporation (NYSE: CLI) today announced that its Board of Directors has appointed Kenneth M. Duberstein, 61, as Class I director with a term expiring at the 2007 annual meeting of stockholders. The appointment fills the position left vacant by the June resignation of Martin Gruss.

Mr. Duberstein is currently chairman and chief executive officer of The Duberstein Group, a strategic planning and consulting company based in Washington, D.C. He serves on the Board of Governors of the NASD; the Board of Directors of Fannie Mae, The Boeing Company, ConocoPhillips, and The St. Paul Companies, Inc.; and a wide range of commissions, task forces and volunteer boards. Previously he served as chief of staff to President Ronald Reagan in 1988-89 and held other positions in the Reagan, Ford and Nixon administrations.

Mitchell E. Hersh, president and chief executive officer of Mack-Cali, commented, “We’re very pleased to welcome Ken to our Board. His vast experience as a leader both in the private and public sectors will prove to be a great resource to our Company.”

The Board also voted to amend and restate its corporate governance principles to adopt a majority vote standard for elections of persons to the Board in an uncontested election. The amendments were adopted in response to a stockholder proposal approved in June.

The new principles provide that if, in any uncontested election of directors, a director nominee has a greater number of votes “withheld” from his or her election than votes cast “for” his or her election, such director nominee shall tender his or her resignation for consideration by the Board’s Nominating and Corporate Governance Committee, which

in turn would recommend to the full Board whether the resignation should be accepted. These amended and restated corporate governance principles are available on Mack-Cali’s Web site at <http://www.mack-cali.com/investors/governanceprinciples.pdf>.

Mack-Cali Realty Corporation is a fully-integrated, self-administered, self-managed real estate investment trust (REIT) providing management, leasing, development, construction and other tenant-related services for its class A real estate portfolio. Mack-Cali owns or has interests in 271 properties, primarily office and office/flex buildings located in the Northeast, totaling approximately 30.2 million square feet. The properties enable the Company to provide a full complement of real estate opportunities to its diverse base of approximately 2,100 tenants.

Additional information on Mack-Cali Realty Corporation is available on the Company’s Web site at www.mack-cali.com.

Statements made in this press release may be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements can be identified by the use of words such as “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “continue,” or comparable terminology. Such forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate, and involve factors that may cause actual results to differ materially from those projected or suggested. Readers are cautioned not to place undue reliance on these forward-looking statements and are advised to consider the factors listed above together with the additional factors under the headings “Disclosure Regarding Forward-Looking Statements” and “Risk Factors” in the Company’s Annual Reports on Form 10-K. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise.

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MACK-CALI REALTY CORPORATION
CORPORATE GOVERNANCE PRINCIPLES
(as amended and restated as of September 13, 2005)

Role and Composition of the Board of Directors

I. Role

The Board of Directors (the "Board") of Mack-Cali Realty Corporation (the "Company"), which is elected by the shareholders, is the ultimate decision-making body of the Company except with respect to those matters reserved to the shareholders. It selects the senior management team, which is charged with the conduct of the Company's business. Although management is responsible for the day-to-day business operations of the Company, having selected the senior management team, the Board acts as an advisor and counselor to senior management and ultimately monitors its performance. The Board, and each committee of the Board, has complete access to management. In addition, the Board and each committee of the Board has access to independent advisors as each deems necessary or appropriate. The function of the Board in monitoring the performance of the senior executives of the Company is largely fulfilled by the presence of outside directors of stature who have a substantive knowledge of the Company's business.

The Board provides oversight with respect to the strategic direction and key policies of the Company. The Board approves major initiatives, advises on significant financial and business objectives and monitors progress with respect to such matters.

The Board also plans for succession to the position of Chief Executive Officer (the "CEO"), as well as certain other senior management positions. To assist the Board, the CEO periodically provides the Board with an assessment of executive management and potential succession plans.

In discharging their obligations, directors are entitled to rely on the honesty and integrity of the Company's executives and its internal and external advisors and auditors. The directors also shall be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's articles of incorporation and by-laws, and to exculpation as provided by applicable law and the Company's articles of incorporation.

II. Composition: Membership

Size; Qualifications.

The Board's optimum size is seven to thirteen members. It is the policy of the Company that the Board consist of a majority of independent directors, who shall satisfy the independence requirements of the New York Stock Exchange, and that the number of directors not exceed a number that can function efficiently as a body. Directors of the Company should be ethical individuals of proven judgment and competence, possessing professional experience and skills that are complementary to the needs of the Company. In addition, directors should have demonstrated the ability to exercise sound business judgment and be willing to devote sufficient time to fulfill their obligations to the Company and its shareholders.

Term.

The Board does not favor term limits for directors, but believes that it is important to monitor overall Board performance.

Selection of Directors; Resignation.

The Nominating and Corporate Governance Committee, in consultation with the Chairman of the Board and the CEO, considers and makes recommendations to the Board concerning the appropriate size and needs of the Board. The Nominating and Corporate Governance Committee considers candidates to fill new positions created by expansion and vacancies that occur by resignation, by retirement or for any other reason. Candidates are selected for their character, judgment, business experience and acumen. Final approval of a candidate is determined by the full Board. The Nominating and Corporate Governance Committee and the Executive Compensation and Option Committee (the "Compensation Committee") annually review the compensation of directors.

If, in any uncontested election of directors of the Company, a director nominee has a greater number of votes "withheld" from his or her election than votes cast "for" his or her election, such director nominee shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. A vote will be considered "withheld" from a director nominee if a shareholder withholds authority to vote for such director nominee in any proxy granted by such shareholder in accordance with instructions contained in the proxy statement or accompanying proxy card circulated for the meeting of shareholders at which the election of directors is to be held. In addition, a director shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee if such director's principal occupation or business association changes substantially during his or her tenure as a director. The Nominating and Corporate Governance Committee will recommend to the Board the action, if any, to be taken with respect to any such resignation tendered to the Nominating and Corporate Governance

Committee for consideration.

Board Action; Committees; Orientation.

2

It is the general policy of the Company that all major decisions be considered by the Board as a whole. As a consequence, the committee structure of the Board is limited to those committees considered to be basic to, or required for, the operation of a publicly owned company. Currently, these committees are the Executive Committee, Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. The members of these committees are recommended to the Board by the Nominating and Corporate Governance Committee in consultation with the CEO. The Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are made up of only independent directors. The membership of these three committees is rotated from time to time.

In furtherance of its policy of having major decisions made by the Board as a whole, the Company has a full indoctrination and continuing education process for Board members that includes extensive materials, meetings with key management and visits to Company properties. The Company's orientation program for each new director includes, among other things, a review of the Company's business, financial condition, strategy, ethical obligations, key issues and other relevant topics.

CEO Evaluation

The Compensation Committee is responsible for setting annual and long-term performance goals for the CEO and for evaluating his or her performance against such goals. The Compensation Committee meets annually with the CEO to receive his or her recommendations concerning such goals. The Compensation Committee then meets with the CEO to evaluate his or her performance against such goals. The Compensation Committee also is responsible for setting annual and long-term compensation for the CEO. These decisions are approved or ratified by action of the independent directors of the Board at a meeting or executive session of that group.

The CEO is responsible for establishing effective communications with the Company's stakeholder groups, i.e., shareholders, customers, company associates, communities, suppliers, creditors, governments and corporate partners. It is the policy of the Company that management speaks for the Company. This policy does not preclude outside directors from meeting with shareholders, but it is suggested that any such meetings be held in the presence of management.

Functioning of the Board of Directors and its Committees

I. Board Meetings

Schedule and Agenda.

The Board sets the annual schedule of Board and committee meetings. The Board shall hold a minimum of four meetings per year. Committee schedules are recommended by each committee in order to meet the responsibilities of that committee.

3

The Chairman of the Board sets the agenda for Board meetings with the understanding that certain items pertinent to the advisory and monitoring functions of the Board be brought to it periodically by the CEO for review. For example, the annual corporate budget is reviewed by the Board. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with that committee. Any member of the Board may request that an item be included on the agenda.

Distribution of Materials; Director Attendance.

Board materials related to agenda items are provided to Board members sufficiently in advance of Board meetings where necessary to allow the directors to prepare for discussion of the items at the meeting. Directors are expected to attend all meetings and to have reviewed, prior to the meetings, all written materials distributed to them in advance.

Senior Management Presence.

At the invitation of the Board, members of senior management recommended by the CEO attend Board meetings or portions thereof for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the executive responsible for that area of the Company's operations. In addition, Board members have free access to all other members of management and employees of the Company and, as necessary and appropriate, Board members may consult with the Company's independent legal, financial and accounting advisors to assist in their duties to the Company and its shareholders.

Executive Sessions of Non-Management Directors.

The Company believes that regular scheduling of meetings of non-management directors is important in order to foster better communication among non-management directors. Accordingly, it is company policy that the non-management directors shall meet at regular executive sessions without management present. These meetings shall be held at least four times per year in conjunction with each regularly scheduled meeting of the Board.

In order for interested parties to be able to make their concerns known to the non-management directors, the Company has disclosed, and will continue to disclose, in the proxy statement for each annual meeting of the shareholders of the Company, a method for such parties to communicate directly with the non-management directors.

Assessing Board and Committee Performance.

The Board shall conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. Each committee also shall conduct its own annual self-evaluation.

4

II. Functioning of Committees

Committee Composition; Meetings.

As noted, the current committees of the Board are the Audit Committee, Compensation Committee, Executive Committee and Nominating and Corporate Governance Committee. The Audit, Compensation and Nominating and Corporate Governance Committees consists only of "independent" directors, as such term is defined under the listing standards of the New York Stock Exchange. In addition, members of the Audit Committee must satisfy the independence requirements of Section 10A of the Securities Exchange Act of 1934, as amended.

The length and agenda of meetings of each of the committees are determined by the committees. Sufficient time to consider the agenda items is provided. Materials related to agenda items are provided to the committee members sufficiently in advance of the meeting where necessary to allow the members to prepare for discussion of the items to be considered at the meeting.

Committee Charters.

The Audit, Compensation and Nominating and Corporate Governance Committees shall each have appropriate written charters. The committee charters will be made available on the Company's website.

Duties and Responsibilities of Committees.

Executive Committee. The Executive Committee acts for the Board in between regularly scheduled meetings of the Board, within certain parameters prescribed by the Board.

Audit Committee. The Audit Committee has the authority and responsibilities set forth in its charter, which is available on the Company's website. In general, the Audit Committee authorizes and approves the engagement of the independent accountants, reviews with the independent accountants the scope and results of the audit engagement, approves professional audit and permissible non-audit services provided by the independent accountants, reviews the independence of the independent accountants, considers the range of audit and non-audit fees and reviews the adequacy of the Company's internal accounting controls.

Compensation Committee. The Compensation Committee has the authority and responsibilities set forth in its charter, which is available on the Company's website. In general, the Compensation Committee establishes remuneration levels for executive

5

officers of the Company and implements incentive programs, including the Company's employee and director stock option plans.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee has the authority and responsibilities set forth in its charter, which is available on the Company's website. In general, the Nominating and Corporate Governance Committee makes recommendations for nominees to the Board, oversees the evaluation of the Board and its committees and the Company's senior executives and advises on changes in Board compensation.

Conduct and Ethics Standards for Directors

Directors (as well as officers and employees) are subject to applicable provisions of the Company's Code of Business Conduct and Ethics. Among other things, directors must conduct themselves in a manner that

avoids actual or apparent conflicts of interest and that protects the Company's reputation. A conflict of interest occurs where a director's private interests interfere, or appears to interfere, in any way with the interests of the Company.

In addition, directors owe a duty to the Company and its shareholders to advance the Company's legitimate interests when an opportunity to do so arises. Accordingly, directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position. Similarly, directors are prohibited from using corporate property, information or position for personal gain and from competing with the Company.

Periodic Review: Disclosure

These Corporate Governance Principles are reviewed by the Board from time to time. These Corporate Governance Principles will be made available on the Company's website.