

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 3

OMB APPROVAL

OMB NUMBER: 3235-0104
Expires: April 30, 1997
Estimated average burden
hours per response 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person

MACK WILLIAM L.

(Last) (First) (Middle)
C/O MACK-CALI REALTY CORPORATION 11 COMMERCE DRIVE

(Street)
CRANFORD, NJ 07016

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

12/11/97

3. IRS Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

MACK-CALI REALTY CORPORATION (CLI)

5. Relationship of Reporting Person to Issuer:
(Check all applicable)

Director 10% Owner

 Officer (give title below) Other (Specify below)

6. If Amendment, Date of Original (Month/Day/Year)

12/22/97

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

 Form filed by More than One Reporting Person

<TABLE>
<CAPTION>

Table 1 -- Non-Derivative Securities Beneficially Owned

1. Title of Security Ownership (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

(Over)
SEC 1473 (8-92)

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FORM 3 (continued)

<TABLE>
<CAPTION>

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security Nature of Indirect Beneficial Ownership (Instr. 5)	2. Date Exer- cisable and Expiration Date (Month Day Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6.
	Date Exer- cisable Date	Title	Amount or Number of Shares		
UNITS OF LIMITED PARTNERSHIP INTEREST (1)	(1)	COMMON STOCK	846,520 (1)	D	
WILLIAM MACK, UNITS OF LIMITED CHARITABLE PARTNERSHIP INTEREST (1) A	(1)	COMMON STOCK	39,494	I	TRUST
WILLIAM MACK, UNITS OF LIMITED 4/30/92 PARTNERSHIP INTEREST (1)	(1)	COMMON STOCK	23,875	I	TRUST
SERIES B PREFERRED UNITS OF LIMITED PARTNERSHIP INTEREST	(2)	COMMON STOCK	(2)	D	
WILLIAM MACK, SERIES B PREFERRED UNITS OF CHARITABLE LIMITED PARTNERSHIP INTEREST A	(2)	COMMON STOCK	(2)	I	TRUST
WILLIAM MACK, SERIES B PREFERRED UNITS OF 4/30/92 LIMITED PARTNERSHIP INTEREST	(2)	COMMON STOCK	(2)	I	TRUST
WARRANTS TO PURCHASE UNITS OF LIMITED PARTNERSHIP INTEREST	(3)	COMMON STOCK	433,369 (3)	D	
WILLIAM MACK, WARRANTS TO PURCHASE UNITS OF					

CHARITABLE LIMITED PARTNERSHIP INTEREST A	(3)	COMMON STOCK	20,290 (3)		I	TRUST

WILLIAM MACK, WARRANTS TO PURCHASE UNITS OF 4/30/92						
LIMITED PARTNERSHIP INTEREST	(3)	COMMON STOCK	12,228 (3)		I	TRUST

DIRECTOR STOCK OPTIONS (RIGHT TO BUY)	(4)	12/12/ 2007 COMMON STOCK	10,000	\$38.75	D	

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Explanation of Responses:

- (1) The Units of Limited Partnership Interest ("Units") represent interests in Mack-Cali Realty, L.P., a Delaware limited partnership, through which Mack-Cali Realty Corporation conducts its real estate activities. The Units shall be redeemable on a one-for-one basis for shares of Common Stock beginning on December 11, 1998. 432,278 of the reporting person's 846,520 Units are contingent and will convert, in whole or in part, into ordinary Units upon the satisfaction by December 11, 1999 of certain conditions relating to certain properties owned by Mack-Cali Realty Corporation. Until such conversion, the contingent Units shall not be entitled to any rights associated with the ordinary Units.
- (2) The Series B Preferred Units of Limited Partnership Interest (the "Series B Preferred Units") are immediately convertible into Units. 1,883 of the reporting person's 53,801 Series B Preferred Units are contingent and will convert, in whole or in part, into ordinary Series B Preferred Units upon the satisfaction by December 11, 1999 of certain conditions relating to certain properties owned by Mack-Cali Realty Corporation. Until such conversion, the contingent Series B Preferred Units shall not be entitled to any rights associated with the ordinary Series B Preferred Units. Currently, the reporting person's 51,918 ordinary Series B Preferred Units are convertible into 1,498,355 Units, the 2,534 Series B Preferred Units held by the Charitable Trust are convertible into 73,131 Units and the 1,492 Series B Preferred Units held by the 4/30/92 Trust are convertible into 43,059 Units. Any Units received upon conversion of Series B Preferred Units shall be redeemable into an equal number of shares of Common Stock beginning on December 11, 2000.
- (3) The Warrants to purchase Units of Limited Partnership Interest are exercisable on a one-for-one basis beginning on December 11, 1998 for a period of four years thereafter at a price of \$37.80 per Unit. Any Units received upon exercise of the Warrants shall be immediately redeemable into Common Stock.
- (4) The options vest on December 12, 1998.

/s/ William L. Mack	12/30/97
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**Signature of Reporting Person	Date

** Intentional misstatements or omissions of facts constitute 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.