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

## FORM 4

[\_] CHECK THIS BOX IF NO LONGER
SUBJECT TO SECTION 16. FORM 4
OR FORM 5 OBLIGATIONS MAY
CONTINUE. SEE INSTRUCTION 1(B).

## 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

1. Name and Address of F	Reporting Person*								
Berger	Brad	₩.							
(Last)	(First)	(Middle)							
c/o Mack-Cali Realty ( 11 Commerce Drive									
	(Street)								
Cranford	NJ	07016							
(City)	(State)	(Zip)							
2. Issuer Name and Ticke									
Mack-Cali Realty Corp									
3. IRS or Social Security Number of Reporting Person (Voluntary)									
4. Statement for Month/N									
12/97	12/97								
5. If Amendment, Date of Original (Month/Year)									
	rting Person(s) to Issuer cable)								
Direct	tor 10% Ov	wner							
Office	er (give title X Other below)	(specify below)							
	er of Advisory Board								
7. Individual or Joint/	Group Filing (Check Applicable Lin	ne)							
	One Reporting Person								
Form filed by More than One Reporting Person									
CHARLES									

1. Title of Security	2. Trans-	3. Trans	5-	4. Securi	5. Amount of 6. Ownershi			
7. Nature (Instr. 3)	action	action action		or Dis	posed of	(D)	Securities	Form:
of Indirect	Date	Code					Beneficiall	y Direct
Beneficial		(Insti	r. 8)	(Instr	. 3,4 and	5)	Owned at	(D) or
Ownership	(Month/						End of Mont	
(Instr. 4)								
	Day/ Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(I) (Instr. 4)
<\$> <c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>

								\* If the form is filed by mor  $4(b)(v)$ .	e than one r	eporting	person	, see Inst	ruction			
Reminder: Report on a separat owned directly or i		ach class	s of se	curities b	eneficiall	У										
(Print or T	ype Response	s)														
					7O)	ver)										
FORM 4 (CONTINUED)

<TABLE> <CAPTION>

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security	<ol><li>Conversion</li></ol>	<ol><li>Transaction</li></ol>	4. Transaction	5. Number of Derivative	6
Date Exercisable					
(Instr. 3)	or Exercise	Date	Code	Securities Acquired (A	)
and Expiration	- 1 - 6			-1	
D. L.	Price of	(Month/Day/	(Instr. 8)	or Disposed of (D)	
Date	Derivative	Year)		(Instr. 3, 4, and 5)	
(Month/Day/	Delivative	ieai)		(Insti. 3, 4, and 3)	
(Horien, Bay)	Security				
Year)					
			Code V	(A) (D)	
Date Expiration					

Exer- Date

cisable 											
 (\$>			<c></c>	<	C>	<c></c>	<c></c>	<c></c>	<c></c>		
Interest(1)	ited Partnersh		(1)		0/31/97	J(1)		142,280			(1)
to Buy) (2)	ck Option (Ric		\$38.75				V				
				-							
				-							
				-							
				-							

		-									```  ```	Amount of	8. Pri	ce of Derivative	e 9	. Number of De	erivative	10.	Ownership For	rm	11. Na	ture
		Sec	urity (Instr. 5)		Securities E	Beneficial:	ly	of Derivative	e Security:													
(Instr. 3 and 4) (Instr. 4)					Owned at End of Month			Direct (D) or Indirect (I) (Instr. 4)														
	Amount or Number of Shares				Instr. 4)			indifect (i)	(111511. 4)													
(\$>					C>						-											
Common Stock	142,280				42**,**280		D				\_											
Common Stock	20,708				35**,**708		D				\_											
											\_											
											-											
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 (the "Company") conducts its real estate activities. The Units were originally issued in connection with the acquisition on January 31, 1997 of certain properties of Robert Martin Company LLC and affiliates ("RM"). The Units were redistributed in September 1997 to certain affiliates and subsidiaries of RM, and were subsequently transferred to the reporting person, a former principal of RM, on October 31, 1997. At that time, the Units were redeemable for cash, based upon the fair market value of an equivalent number of shares of Common Stock at the time of such redemption, or, at the election of the Company, shares of Common Stock on a one-for-one basis beginning on January 31, 1998.
- (2) The option vests in five equal annual installments beginning on December 31, 1997.

\*\*Signature of Reporting Person

Date

 $\star\star {\rm Intentional}$  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.

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