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| FORM 4 |
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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

[] 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 Reporting Person*

Mack Earle I.

C/O Mack-Cali Realty Corporation
11 Commerce Drive

(Street)

Cranford, New Jersey 07016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol Mack-Cali Realty Corporation (CLI)

3. IRS or Identification Number of Reporting Person if an entity
(Voluntary)

4. Statement for Month/Year 02/98

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[X] Director [] Officer [] 10% Owner [] Other
(give title below) (specify below)

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

X
Form filed by One Reporting Person
Form filed by More than One Reporting Person

TABLE I--NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

<TABLE>
<CAPTION>

1. Title Nature of In- Security direct (Instr. 3) Bene- ficial Owner- ship (Instr. 4)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7.
<S> <C>	<C>	<C>	<C> <C>	<C>	<C>	<C>

</TABLE>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If this form is filed by more than one reporting person, see Instruction 4 (b) (v).

FORM 4 (continued)

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>
<CAPTION>

1. Title of Derivative Security (Instr. 3)
2. Conversion or 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

Code V (A) (D)

<S> <C> <C> <C> <C> <C> <C>

Units of Limited Partnership Interest (1) 1/23/98 (1) J(1) (1)

Units of Limited Partnership Interest (1)

Units of Limited Partnership Interest (1)

Series B Preferred Units of Limited Partnership Interest (2) 2/1/98 (2) J(2) (2)

Series B Preferred Units of Limited Partnership Interest (2)

Series B Preferred Units of Limited Partnership Interest (2)

</TABLE>

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)--CONTINUED

<TABLE>
<CAPTION>

11. Nature of Interest Beneficial Ownership
6. Date Exercisable and Expiration Date (Month/Day/Year)
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
10. Ownership Form of Derivative Security: Direct (D) or

(Instr. 4)	Exercisable	tion Date	Title	Number of Shares	of Month (Instr. 4)	Indirect (1) (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
<C>						
	(1)		Common Stock	(1)	734,514 (1)	D
Earle Mack, Charitable Trust A					39,496	I
Earle Mack, 4/30/92 Trust					23,874	I
	(2)		Common Stock	(2)	46,695 (2)	D
Earle Mack Charitable Trust A					2,535 (2)	I
Earle Mack, 4/30/92 Trust					1,492 (2)	I

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. Beginning on December 11, 1998, 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. Prior to January 23, 1998, 423,517 of the reporting person's 734,514 Units were contingent and convertible, 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. As of January 23, 1998, the conditions had been satisfied for the conversion of 178,117 of the reporting person's contingent Units into ordinary Units. As of February 1, 1998, such conditions had been satisfied for the conversion of an additional 678 contingent Units into ordinary Units, and, accordingly, 244,722 of the reporting person's Units remained contingent.

(2) The Series B Preferred Units of Limited Partnership Interest (the "Series B Preferred Units") are immediately convertible into Units. Prior to February 1, 1998, 1,415 of the reporting person's 46,695 Series B Preferred Units were contingent and convertible, 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. As of February 1, 1998, the conditions had been satisfied for the conversion of 132 of the reporting person's contingent Series B Preferred Units into ordinary Series B Preferred Units and, accordingly, 1,283 of the reporting person's Series B Preferred Units remained contingent. Currently, the reporting person's 45,412 ordinary Series B Preferred Units are convertible into 1,310,592 Units, the 2,535 Series B

Preferred Units held by the Charitable Trust are convertible into 73,160 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.

/s/ Earle I. Mack	5/11/98
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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.