

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: **February 25, 2003**
(Date of earliest event reported)

MACK-CALI REALTY CORPORATION

(Exact name of Registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

1-13274
(Commission File No.)

22-3305147
(I.R.S. 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)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

Exhibit Number	Exhibit Title
99.1	Transmittal Letter
99.2	Certification of Chief Executive Officer
99.3	Certification of Chief Financial Officer

Item 9. Regulation FD Disclosure

On February 25, 2003, Mack-Cali Realty Corporation (the "Company") filed its Annual Report on Form 10-K for the year ended December 31, 2002 with the Securities and Exchange Commission. Accompanying the Annual Report as correspondence were the transmittal letter and certifications of the Company's Chief Executive Officer, Mitchell E. Hersh, and Chief Financial Officer, Barry Lefkowitz, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, attached as exhibits hereto.

The transmittal letter and certifications attached as exhibits hereto are being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and are not being filed as part of the Company's Annual Report on Form 10-K for the year ended December 31, 2002 or as a separate disclosure document. The information included in this Current Report on Form 8-K (including the exhibits hereto) is furnished pursuant to Item 9 and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. This Current Report (including the exhibits hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

SIGNATURES

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

MACK-CALI REALTY CORPORATION

Date: February 25, 2003

By: /s/ ROGER W. THOMAS

Roger W. Thomas
Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

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EXHIBIT 99.1

**Mack-Cali Realty Corporation
11 Commerce Drive
Cranford, New Jersey 07016**

February 25, 2003

Via EDGAR

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Mack-Cali Realty Corporation
Annual Report on Form 10-K for the year ended December 31, 2002

Ladies and Gentlemen:

Transmitted herewith are written statements pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to accompany the above-referenced periodic report.

Very truly yours,

MACK-CALI REALTY CORPORATION

By: /s/ ROGER W. THOMAS

Roger W. Thomas
Executive Vice President,
General Counsel and
Secretary

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[EXHIBIT 99.1](#)

[Mack-Cali Realty Corporation 11 Commerce Drive Cranford, New Jersey 07016](#)

**Certification of Principal Executive Officer
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)**

I, Mitchell E. Hersh, Chief Executive Officer of Mack-Cali Realty Corporation (the "Registrant"), do hereby certify, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge, based upon a review of the Annual Report on Form 10-K for the year ended December 31, 2002 of the Registrant, as filed with the Securities and Exchange Commission on the date hereof (the "Report"):

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

By: /s/ MITCHELL E. HERSH

Mitchell E. Hersh
Chief Executive Officer

February 25, 2003

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[EXHIBIT 99.2](#)

[Certification of Principal Executive Officer Pursuant to 18 U.S.C. 1350 \(Section 906 of the Sarbanes-Oxley Act of 2002\)](#)

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EXHIBIT 99.3

**Certification of Principal Financial Officer
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)**

I, Barry Lefkowitz, Chief Financial Officer of Mack-Cali Realty Corporation (the "Registrant"), do hereby certify, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge, based upon a review of the Annual Report on Form 10-K for the year ended December 31, 2002 of the Registrant, as filed with the Securities and Exchange Commission on the date hereof (the "Report"):

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

By: /s/ BARRY LEFKOWITZ

Barry Lefkowitz
Executive Vice President and
Chief Financial Officer

February 25, 2003

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[EXHIBIT 99.3](#)

[Certification of Principal Financial Officer Pursuant to 18 U.S.C. 1350 \(Section 906 of the Sarbanes-Oxley Act of 2002\)](#)