

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

|                                                |           |
|------------------------------------------------|-----------|
| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br><b>PHILIBOSIAN ALAN G</b>                  |                                      | 2. Issuer Name and Ticker or Trading Symbol<br><b>MACK CALI REALTY CORP [CLI]</b> |                                                                       | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |                                                                                                                                                                                                                |            |       |                                                                                               |                                                          |                                                       |     |   |  |
|-----------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----|---|--|
| (Last)                                                                                  | (First)                              | (Middle)                                                                          | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/03/2012</b> |                                                                                                                                                                                                                   |                                                                                                                                                                                                                |            |       |                                                                                               |                                                          |                                                       |     |   |  |
| C/O MACK-CALI REALTY CORPORATION, 343 THORNALL STREET                                   |                                      |                                                                                   |                                                                       |                                                                                                                                                                                                                   |                                                                                                                                                                                                                |            |       |                                                                                               |                                                          |                                                       |     |   |  |
| (Street)                                                                                |                                      |                                                                                   | 4. If Amendment, Date Original Filed(Month/Day/Year)                  |                                                                                                                                                                                                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |            |       |                                                                                               |                                                          |                                                       |     |   |  |
| EDISON, NJ 08837                                                                        |                                      |                                                                                   |                                                                       |                                                                                                                                                                                                                   |                                                                                                                                                                                                                |            |       |                                                                                               |                                                          |                                                       |     |   |  |
| (City)                                                                                  |                                      |                                                                                   | (State)                                                               |                                                                                                                                                                                                                   |                                                                                                                                                                                                                | (Zip)      |       |                                                                                               |                                                          |                                                       |     |   |  |
| <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                      |                                                                                   |                                                                       |                                                                                                                                                                                                                   |                                                                                                                                                                                                                |            |       |                                                                                               |                                                          |                                                       |     |   |  |
| 1. Title of Security (Instr. 3)                                                         | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year)                                | 3. Transaction Code (Instr. 8)                                        |                                                                                                                                                                                                                   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)                                                                                                                                              |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |     |   |  |
|                                                                                         |                                      |                                                                                   | Code                                                                  | V                                                                                                                                                                                                                 | Amount                                                                                                                                                                                                         | (A) or (D) | Price |                                                                                               |                                                          |                                                       |     |   |  |
| Common Stock                                                                            | 12/03/2012                           |                                                                                   | A                                                                     | (1)                                                                                                                                                                                                               | 3,165                                                                                                                                                                                                          | (1)        | A     | \$ 0                                                                                          | (1)                                                      | 17,498                                                | (2) | D |  |

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 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 Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------|-----|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                      | (D) |                                                               |                                            |                                                                                                    |                                                                                  |                                                        |
|                                            |                                                        |                                      |                                                    |                                |   |                                                          |     |                                                               |                                            |                                                                                                    |                                                                                  |                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                   | Director      | 10% Owner | Officer | Other |
| PHILIBOSIAN ALAN G<br>C/O MACK-CALI REALTY CORPORATION<br>343 THORNALL STREET<br>EDISON, NJ 08837 | X             |           |         |       |

## Signatures

|                                 |  |            |
|---------------------------------|--|------------|
| /s/ Alan G. Philibosian         |  | 12/05/2012 |
| **Signature of Reporting Person |  | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On December 3, 2012, the reporting person was granted 3,165 restricted shares of common stock pursuant to the 2004 Incentive Stock Plan of Mack-Cali Realty Corporation. The shares shall vest on January 1, 2014.
- (2) Reported amount does not include 250 shares of common stock indirectly beneficially owned by the reporting person's family. Pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, as amended, the reporting person disclaims beneficial ownership of the 250 shares that are indirectly beneficially owned.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.