

# FORM 4

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

OMB APPROVAL	
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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* <b>THOMAS ROGER W</b>		2. Issuer Name and Ticker or Trading Symbol <b>MACK CALI REALTY CORP [CLI]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>EVP, Gen Counsel and Secretary</b>	
(Last) (First) (Middle) <b>C/O MACK-CALI REALTY CORPORATION, 343 THORNALL STREET</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>01/02/2013</b>			
(Street) <b>EDISON, NJ 08837</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(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	12/07/2012		G <sup>(1)</sup>	V	475 <sup>(1)</sup>	D	\$ 0 <sup>(1)</sup>	149,456	D	
Common Stock	01/02/2013		A <sup>(2)</sup>		41,000 <sup>(2)</sup>	A	\$ 0 <sup>(2)</sup>	190,456	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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)	Date Exercisable	Expiration Date					
Phantom Stock Units	\$ 0 <sup>(3)</sup>	01/02/2013		A <sup>(4)</sup>		3,333.333		12/31/2013	08/08/1988 <sup>(5)</sup>	Common Stock	\$ 0 <sup>(3)</sup>	3,333.333	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS ROGER W C/O MACK-CALI REALTY CORPORATION 343 THORNALL STREET EDISON, NJ 08837			EVP, Gen Counsel and Secretary	

## Signatures

/s/ Roger W. Thomas	01/04/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 7, 2012, the reporting person gifted 475 shares of common stock to an educational institution.
- (2) On January 2, 2013, the reporting person was issued 41,000 restricted shares of common stock pursuant to the 2004 Incentive Stock Plan of Mack-Cali Realty Corporation. The shares may vest, subject to the attainment of annual performance goals, on January 1 each year from 2014 through 2018, in five, equal annual installments of 8,200 shares commencing on January 1, 2014.

- (3) The phantom stock units shall be settled solely in cash based on the fair market value of an equal number of shares of common stock of Mack-Cali Realty Corporation (the "Company") on the earliest to occur of any of the following triggering events (each, a "Triggering Event"): (a) the reporting person's death or "disability"; (b) the date of the reporting person's separation from service to the Company; and (c) the effective date of a "change in control", in each case as such terms are defined in the reporting person's employment agreement.
- (4) The phantom stock units were issued pursuant to a Multi-Year Deferred Compensation Agreement and shall vest, subject to the reporting person's continued employment with the Company, on December 31, 2013.
- (5) The phantom stock units are not subject to expiration and shall become payable within 30 days after the earliest to occur of any Triggering Event.

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

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