

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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* Wagner Gary T		2. Issuer Name and Ticker or Trading Symbol Veris Residential, Inc. [VRE]		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) _____ General Counsel & Secretary	
(Last) (First) (Middle) C/O VERIS RESIDENTIAL, INC., HARBORSIDE 3, 210 HUDSON ST., STE. 400		3. Date of Earliest Transaction (Month/Day/Year) 03/10/2022			
(Street) JERSEY CITY, NJ 07311		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)		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

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)			
Time Vesting Restricted Stock Units	03/10/2022		A	(1)(2)	14,092	A	\$ 0 (1)	42,337	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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	Title	Amount or Number of Shares				
Performance Vesting Restricted Stock Units	\$ 0 (3)	03/10/2022		A		15,237		(4)	(4)	Common Stock, \$0.01 par value	15,237	\$ 0 (3)	15,237	D	
Outperformance Vesting Restricted Stock Units	\$ 0 (5)	03/10/2022		A		14,092		(6)	(6)	Common Stock, \$0.01 par value	14,092	\$ 0 (5)	14,092	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner Gary T C/O VERIS RESIDENTIAL, INC. HARBORSIDE 3, 210 HUDSON ST., STE. 400 JERSEY CITY, NJ 07311			General Counsel & Secretary	

Signatures

/s/ Gary T. Wagner 03/14/2022
**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 March 10, 2022, the reporting person was granted time vesting restricted stock units (each, a "TVRSU"). Each TVRSU represents a contingent right to receive one share of common stock, \$0.01 par value (the "Common Stock"), of Veris Residential, Inc. (the "Company").
- (2) The TVRSUs vest in three equal annual installments beginning March 10, 2023.
- (3) On March 10, 2022, the reporting person was granted performance vesting restricted stock units (each, a "PVRSU"). Each PVRSU represents a contingent right to receive one share of Common Stock.
Seventy-five percent (75%) of the PVRSUs may vest over a three year period based on the attainment of absolute total stockholder return ("TSR") metrics by the Company over a three year performance period. The remaining twenty-five percent (25%) of the PVRSUs may vest over a three year period based on the Company's TSR relative to the TSR of a select group of twenty-three (23) peer REITs over the same three year performance period. PVRSUs may vest between 0% and 160% of the "target" performance level (the number of shares listed herein).
- (5) On March 10, 2022, the Company granted the reporting person outperformance vesting restricted stock units (each, a "OPVRSU"). Each OPVRSU represents a contingent right to receive one share of Common Stock.
- (6) The OPVRSUs may vest on March 9, 2025 from 0% to 100% based on the attainment of certain levels of adjusted funds from operations per share for the Company's fiscal year ending December 31, 2024.

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.