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- -----FORM 4

## U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

/ / CHECK THIS BOX IF NO LONGER SUBJECT TO

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

to Issuer (Check

SECTION 16. FORM 4 OR 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 FORM 5 OBLIGATIONS MAY Section 30(f) of the Investment Company Act of 1940 CONTINUE. SEE INSTRUCTION 1(b).

(Print or Type Responses)

<S><C>

1. Name and Address of Reporting Person\* 2. Issuer Name AND Ticker or Trading Symbol 6. Relationship of Reporting Person(s)

all applicable)

X Director

10% Owner

Mack William L. Mack-Cali Realty Corporation (CLI)

- ------Officer (give Other

(First) (Middle) 3. IRS or Social Security 4. Statement for title (Last) ---- (specify Number of Reporting Month/Year below) below)

Person (Voluntary) \_\_\_\_\_

05/02 c/o Mack-Cali Realty Corporation

11 Commerce Drive

\_\_\_\_\_

----- 7. Individual or

Joint/Group Filing

(Street) (Check Applicable 5. If Amendment, Line)

Date of Original X Form filed by One

Reporting Person

(Month/Year) Form filed by

More than One

Cranford, New Jersey 07016 --- Reporting Person \_ ------

(City) (State) (Zip) TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED \_\_\_\_\_\_

2. Trans- 3. Trans-1. Title of Security 4. Securities Acquired (A) 5. Amount of 6. Owner-7. Nature

or Disposed of (D) action action Securities (Instr. 3) ship of In-(Instr. 3, 4 and 5) Form: Date Code Beneficially direct

(Instr. 8) Owned at

Direct Bene-(Month/ End of (D) or ficial

Day/ \_\_\_\_\_ Indirect Owner-

Year) (A) or (I) ship

Code V Amount (D) Price (Instr. 3 (Instr. 4) (Instr. 4)

and 4) \_ \_\_\_\_\_\_

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 $^{\star}$  If the form is filed by more than one reporting person, SEE Instruction 4(b)(v). Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)

(Print or Type Responses)

</Table>

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<Table> <Caption>

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Derivative Security (Instr. 3)	2. Conversion or  Exercise Price of Derivative Security	action  Date (Month/ Day/ Year)	tion Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		cisable	e and
			(Instr. 8)			(Month/Day/	
			Code V	(A)	(D)	Date	
Expira-			code v	(11)	(5)	Exer-	tion Date
<\$> <c></c>							
 Units of Limited Partnership Interest (1)			J(2)	·		(1)	
Units of Limited Partnership Interest (1)		5/8/02	J(2)		123,425	(1)	
Series B Preferred Units of Limited Partnership Interest (4)		5/8/02	J(2)	755		(4)	
Series B Preferred Units of Limited Partnership Interest (4)		5/8/02	J(2)		7,844	(4)	
Warrants to Purchase Units of Limited Partnership Interest (6)			J(2)			(6)	
 Warrants to Purchase Units of Limited Partnership Interest (6)		5/8/02	J(2)		63,334	(6)	
<caption></caption>							
7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Number of Derivative Securities Beneficially Owned at End of	10. Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi-	11. Nature of In- direct Bene- ficial Own- ership (Instr.	4)		

Common	Stock	(1)	872,626 (1)	I	)	
Common	Stock	(1)	361,265 (1)	]	-	(3)
Common	Stock	(4)	54,556 (4)	I	)	
Common	Stock	(4)	22,594 (4)	]	-	(5)
Common	Stock	(6)	439,477 (6)	I	)	
Common	Stock	(6)	182,448 (6)	]		(7)

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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## 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 (the "Corporation") conducts its real estate activities. The Units are 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 Corporation, shares of Common Stock on a one-for-one basis.
- (2) On May 8, 2002, TriWest Associates, LP transferred all of its rights, title and interest in and to its Units, the Series B Preferred Units of limited partnership interest (the "Series B Preferred Units") and Warrants to purchase Units (the "Warrants"). Prior to the transfer, the reporting person possessed sole or shared dispositive power or voting power with respect to all the Units, the Series B Preferred Units and Warrants held by TriWest Associates, LP.
- (3) Includes Units held by members of the reporting person's immediate family and trusts of which he is a trustee and Units held by trusts of which the reporting person or his wife is a trustee, of which the reporting person disclaims beneficial ownership.
- (4) The Series B Preferred Units are immediately convertible into Units. Any Units received upon conversion of the Series B Preferred Units shall be redeemable into an equal number of shares of Common Stock. The reporting person's 54,556 Series B Preferred Units are convertible into 1,574,488 Units and the 22,594 Series B Preferred Units held by the reporting person's immediate family and trusts are convertible into 652,063 Units.
- (5) Includes Series B Preferred Units held by members of the reporting person's immediate family and trusts of which he is a trustee and Series B Preferred Units held by trusts of which the reporting person or his wife is a trustee, of which the reporting person disclaims beneficial ownership.
- (6) The Warrants are exercisable on a one-for-one basis. The Warrants are exercisable at a price of \$37.80 per Unit and expire on December 11, 2002. Any Units received upon exercise of the Warrants shall be immediately redeemable into Common Stock.
- (7) Includes Warrants held by members of the reporting person's immediate family and trusts of which he is a trustee and Warrants held by trusts of which the reporting person or his wife is a trustee, of which the reporting person disclaims beneficial ownership.
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ William L. Mack 6/10/02

\*\*Signature of Reporting Person Date

\* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v). Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)

(Print or Type Responses)