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FORM 4

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

/ / CHECK THIS BOX IF NO

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

LONGER SUBJECT	TO
SECTION 16. F	ORM 4 OR
FORM 5 OBLIGAT	CIONS MAY
CONTINUE. SEE	1
INSTRUCTION 1	(b).

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 Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

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<S><C>

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

to Issuer (Check

all applicable)

X Director

10% Owner

I. Mack-Cali Realty Corporation (CLI) Mack Earle

Other

\_ ------Officer (give

(Last)

(First) (Middle) 3. IRS or Social Security 4. Statement for title

---- (specify

Number of Reporting Month/Year below)

below)

Person (Voluntary)

\_\_\_\_\_

05/02 c/o Mack-Cali Realty Corporation

(Zip)

Date

2. Trans- 3. Trans-

11 Commerce Drive

----- 7. Individual or

Joint/Group Filing

(Street)

(Check Applicable 5. If Amendment,

Line)

Date of Original X Form filed by One

(Month/Year)

Reporting Person

Form filed by

More than One

Cranford, New Jersey 07016 --- Reporting Person

\_\_\_\_\_ (City) (State)

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR

4. Securities Acquired (A) 5. Amount of

BENEFICIALLY OWNED

\_\_\_\_\_\_

1. Title of Security 7. Nature

(Instr. 3)

or Disposed of (D) action action

Securities ship Form:

Beneficially

6. Owner-

of Indirect

Owned at

\_\_\_\_\_

Direct Bene-

(Instr. 8)

or ficial

(Month/ End of (D)

(Instr. 3, 4 and 5)

Indirect Owner-

Day/ Year) (A) or (I)

ship

Code V Amount (D) Price (Instr. 3

Code

(Instr. 4) (Instr. 4)

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

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* If the form is filed Reminder: Report on a (Over)						directly or ind	directly.	

			(P	rint or Type Res	sponses)											
Page 2 of 3 FORM 4 (CONTINUED)						OR BENEFICIALLY	OWNED									
1. Title of Derivative	e Security 2.	. Conver-				er of Deriv-	6. Date E									
(Instr. 3) Ex-		sion or	action	tion Code	e ative	Securities Ac-	cisabl	e and								
		Exercise Price of Deriv- ative Security	Date (Month/ Day/ Year)	(Instr. 8	posed	ed (A) or Dis- l of (D) er. 3, 4, and 5)	pirati (Month Year)	on Date /Day/								
Expira-				Code V	(A)	(D)	Date									
							Exer- cisable	tion Date								
This of Timited Develo			E /0 /00	T (O)	0 021		(1)									
Units of Limited Partr Interest (1)	iersnip		5/8/02	J(2)	9,921		(1)									
Units of Limited Partr	nership															
Series B Preferred Uni Limited Partnership Ir			5/8/02	J(2)	631		(4)									
Series B Preferred Uni Limited Partnership Ir																
							(5)									
Warrants to Purchase U of Limited Partnership Interest (6)			5/8/02	, ,	5**,**090		(6)									
Warrants to Purchase United Partnership																
7. Title and Amount of lying Securities (Instr. 3 and 4)			. Number  of Deriv-  ative  Securi-  ties  Bene-  ficially  Owned  at End	ship Form of De- rivative Secu- rity: Direct (D) or	11. Nat of dir Ben fic Own ers	ure In- ect e- ial										
	Amount or Number of		of Month	Indi- rect (I)												
	Shares			(Instr.												
	(1)		744,435 (1	) D												
COMMICIA DECCY	\ ± /		124,200 (T	, υ												

		63 <b>,</b> 370	(1)	I	(3)	
Common Stock	(4)	47,326	(4)	D		
		4,027	(4)	I	(5)	
Common Stock	(6)	382,768	(6)	D		
		32,517	(6)	I	(7)	

Note: File three copies of this Form, one of which must be manually signed. If space provided 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").
- (3) Units of Limited Partnership held by members of the reporting person's immediate family and trusts of which he is a trustee.
- (4) The Series B Preferred Units are immediately convertible into Units. Any Units received upon conversion of Series B Preferred Units shall be redeemable into an equal number of shares of Common Stock. The reporting person's 47,326 Series B Preferred Units are convertible into 1,365,830 Units and the 4,027 Series B Preferred Units held by the reporting person's immediate family and trusts are convertible into 116,219 Units.
- (5) The Series B Preferred Units are held by members of the reporting person's immediate family and trusts of which he is a trustee.
- (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) Unit Warrants held by members of the reporting person's immediate family and trusts of which he is a trustee.
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Earle I. Mack 6/10/02

\*\*Signature of Reporting Person Date

 $\star$  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>