

<Table>
<Caption>

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/ / CHECK THIS BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE 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)

<S><C>

1. Name and Address of Reporting Person* Reporting Person(s)	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of to Issuer (Check X Director
all applicable)		
10% Owner Mack Earle I.	Mack-Cali Realty Corporation (CLI)	----
----- Other (Last) (First) (Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	----- Officer (give title below)
----- c/o Mack-Cali Realty Corporation 11 Commerce Drive		----- 05/02
----- Joint/Group Filing Line)	5. If Amendment, Date of Original (Month/Year)	----- 7. Individual or (Check Applicable X Form filed by One Form filed by --- Reporting Person
----- More than One Cranford, New Jersey 07016		

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

1. Title of Security 7. Nature (Instr. 3) of In- direct Direct Bene- or ficial Indirect Owner- ship (Instr. 4) (Instr. 4)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: (D) (I)
--	---	---	--	--	--

* 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>

<Page>

<Table>
 <Caption>

Page 2 of 3
 FORM 4 (CONTINUED)

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) Ex-	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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)				
			Code	V	(A)	(D)	Date	Exer- cisable	tion Date
Units of Limited Partnership Interest (1)		5/8/02	J(2)	9,921	(1)				
Units of Limited Partnership Interest (1)									
Series B Preferred Units of Limited Partnership Interest (4)		5/8/02	J(2)	631	(4)				
Series B Preferred Units of Limited Partnership Interest (4)									
Warrants to Purchase Units of Limited Partnership Interest (6)		5/8/02	J(2)	5,090	(6)				
Warrants to Purchase Units of Limited Partnership Interest (6)									

<Caption>

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 at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares			
Common Stock	(1)	744,435 (1)	D	

<S><C>

