

FORM 4

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

OMB APPROVAL

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

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(Print or Type Responses)

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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
Grossman Michael
(Mack-Cali Realty Corporation)
2. Issuer Name and Ticker or Trading Symbol
Mack-Cali Realty Corporation (CLI)
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)
4. Statement for Month/Day/Year
1/2/03
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer
Director 10% Owner
Officer (give title below)
Executive Vice President
7. Individual or Joint/Group Filing
Form filed by One Reporting Person

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table with 9 columns: Title of Security, Transaction Date, Deemed Execution Date, Transaction Code, Securities Acquired (A) or Disposed of (D), Amount, Ownership Form, Nature of Ownership. Row 1: Common Stock, 1/2/03, A, V, 20,000, A, 50,519, D.

FORM 4 (Continued)

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: Title of Derivative Security, Conversion or Exercise Price of Derivative Security, Transaction Date, Deemed Execution Date, Transaction Code, Number of Derivative Securities Acquired (A) or Disposed of (D), Date Exercisable and Expiration Date. (Table is mostly empty)

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 Securities: Direct (D) or Indirect (I) (Instr. 4) 11. Nature of Indirect Beneficial Ownership (Instr. 4)

| Title | Amount or Number of Shares | | | |
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Explanation of Responses:

/s/ Michael Grossman

1/3/03

**Signature of Reporting Person

Date

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

- * 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).

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.

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