### FORM 5

\_\_Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported
X Form 4 Transactions Reported

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

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Name and Address of Reporting Person     Gantcher Nathan	Issuer Name and Ticker or Trading Symbol     Mack-Cali Realty Corporation	4. Statement for Month/Year	_	10% Owner Other (specify below)			
(Last) (First) (Middle)	(CLI)						
c/o Mack-Cali Realty Corporation		December/2002					
11 Commerce Drive	3. I.R.S. Identification						
(Street)	Number of Reporting	5 IS A manufactured Data of	7. Individual or Joint/Group Reporting (check applicable line)				
	Person, if an entity (voluntary)	5. If Amendment, Date of Original (Month/Year)	X Form Filed by One Reporting Person				
Cranford, New Jersey 07016 (City) (State) (Zip)			Form Filed by More than One Reporting Person				

#### Table I - 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)  Amount (A) or (D) Price			5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

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

2. Conver					Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative	10.Ownership	
	sion 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)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	Securities Beneficially Owned at End of Year (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Phantom Stock Units	1-for-1	4/3/02		A	183.189(1)		(2)	(2)	Common Stock	183.189	\$33.96		D	
Phantom Stock Units	1-for-1	7/3/02		A	189.133(1)		(2)	(2)	Common Stock	189.133	\$33.50		D	
Phantom Stock Units	1-for-1	10/3/02		A4	211.455(1)		(2)	(2)	Common Stock	211.455	\$30,67	2.406.075	D	

<sup>\*</sup> If the form is filed by more than one reporting person, see instruction 4(b)(v).

### Explanation of Responses:

- (1) The number of phantom stock units awarded is comprised of a quarterly director's fee earned and quarterly dividend credited on cumulative phantom stock units under the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors.
- (2) The phantom stock units were accrued under the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors and are to be settled 100% in Mack-Cali Realty Corporation common stock upon the termination of the reporting person's service on the Board of Directors of Mack-Cali Realty Corporation or upon a change in control of Mack-Cali Realty Corporation.

/s/ Nathan Gantcher
\*\* Signature of Reporting Person

2/14/03 Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

http://www.sec.gov/divisions/corpfin/forms/form5.htm Last update: 09/03/2002