FORM 5 Check box if no longer	UNITED STATES S	OMB APPROVAL									
subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	ANNUAL STATEMEN	OMB Number: 3235-0362 Expires: January 31, 2005									
Form 3 Holdings Reported X Form 4 Transactions Reported	Filed pursuant to Section 16(a) of Holding Company Act of	Estimated average burden hours per response 1.0									
			6. Relationship of Reporting Person(s) to Issu (Check all applicable)	ier							
1. Name and Address of Reporting Person Zuckerberg Roy (Last) (First) (Middle	 2. Issuer Name and Ticker or Trading Symbol Mack-Cali Realty Corporation (CLI) 	4. Statement for Month/Year	Director Officer (give title below)	10% Owner Other (specify below)							
c/o Mack-Cali Realty Corporation		December 2002									
11 Commerce Drive (Street) Cranford, New Jersey 07016	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. If Amendment, Date of Original (Month/Year)	 7. Individual or Joint/Group Reporting (check applicable line) X Form Filed by One Reporting Person 								
(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)

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

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

2. Conver			2.4		Disposed of (D)		Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative	10.Ownership	
1. Title of Exe Derivative Pric Security Der	2. Conver sion or Exercise Price of Derivative Security	3. Transaction Date (Month/	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	of Derivative Security: Direct (D) or	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	

- (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/ Roy Zuckerberg ** 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