## FORM 4

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

OMB APPROVAL
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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Print or Type Responses)		
1. Name and Address of Reporting Person <sup>*</sup> MACK DAVID S	2. Issuer Name <b>and</b> Ticker or Trading Symbol MACK CALI REALTY CORP [CLI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)XDirector10% Owner
(Last) (First) (Middle) C/O MACK-CALI REALTY CORPORATION, 11 COMMERCE DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2004	Officer (give title below) Other (specify below)
(Street) CRANFORD, NJ 07016	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person
(City) (State) (Zip)	Table I - Non-Derivative Securities Acqu	ired. Disposed of, or Reneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D)	Beneficial
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	12/03/2004		S		1,000 (1)	D	\$ 45.09	9,000 (1)	I	By Charitable Foundation
Common Stock	12/03/2004		S		1,000 (1)	D	\$ 45.2	8,000 (1)	I	By Charitable Foundation
Common Stock	12/03/2004		S		3,000 (1)	D	\$ 45.3	5,000 (1)	I	By Charitable Foundation
Common Stock	12/03/2004		S		2,700 (1)	D	\$ 45.35	2,300 (1)	I	By Charitable Foundation
Common Stock	12/03/2004		S		300 (1)	D	\$ 45.36	2,000 (1)	I	By Charitable Foundation
Common Stock	12/03/2004		S		1,000 (1)	D	\$ 45.4	1,000 (1)	I	By Charitable Foundation
Common Stock	12/03/2004		S		1,000 (1)	D	\$ 45.5	0(1)	I	By Charitable Foundation
Common Stock	12/06/2004		J <sup>(2)</sup>		10,000	A	\$ 0 (3)	10,000 (1)	I	By Charitable Foundation
Common Stock	12/06/2004		S		1,000 (1)	D	\$ 46.25	9,000 (1)	I	By Charitable Foundation
Common Stock	12/06/2004		S		3,900 (1)	D	\$ 46.3	5,100 (1)	I	By Charitable Foundation
Common Stock	12/06/2004		S		100 (1)	D	\$ 46.31	5,000 (1)	I	By Charitable Foundation
Common Stock	12/06/2004		S		200 (1)	D	\$ 46.35	4,800 (1)	I	By Charitable Foundation
Common Stock	12/06/2004		S		2,600 (1)	D	\$ 46.4	2,200 (1)	I	By Charitable Foundation
Common Stock	12/06/2004		S		400 (1)	D	\$ 46.41	1,800 (1)	I	By Charitable Foundation
Common Stock	12/06/2004		S		1,700 (1)	D	\$ 46.45	100 🗥	I	By Charitable Foundation
Common Stock	12/06/2004		S		100 (1)	D	\$ 46.47	0(11)	I	By Charitable Foundation

Reminder: Rep	eminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											
						Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.						
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned												
				( <i>e.g.</i> , put	s, calls, warra	nts, options, convertible securities	)					
1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Number	6. Date Exercisable and Expiration	7. Title and Amount	8. Price of	9. Number of	10.	11. Nature o	
Derivative	Conversion	Date	Execution Date, if	Transaction	of Derivative	Date	of Underlying	Derivative	Derivative	Ownership	Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code	Securities	(Month/Day/Year)	Securities	Security	Securities	Form of	Beneficial	

1. Title of	2.	<ol><li>Transaction</li></ol>	3A. Deemed	4.	<ol><li>Number</li></ol>	6. Date Exercisable and Expiration	7. Title and Amount	8. Price of	<ol><li>Number of</li></ol>	10.	<ol><li>Nature of</li></ol>
Derivative	Conversion	Date	Execution Date, if	Transaction	of Derivative	Date	of Underlying	Derivative	Derivative	Ownership	Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Securities	(Month/Day/Year)	Securities	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		(Instr. 3 and 4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				or Disposed				Owned	Security:	(Instr. 4)
	Security				of (D)				Following	Direct (D)	
					(Instr. 3, 4,				Reported	or Indirect	
					and 5)				Transaction(s)	(I)	
									(Instr. 4)	(Instr. 4)	
			, I								

			Code	V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Units of Limited Partnership Interest	\$ 0 (3)	12/06/2004	J <sup>(2)</sup>			10,000	08/08/1988(4)	08/08/1988(4)	Common Stock	10,000	\$ 0 (3)	200,000 (5)	I	By Charitable Foundation

### **Reporting Owners**

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
MACK DAVID S C/O MACK-CALI REALTY CORPORATION 11 COMMERCE DRIVE CRANFORD, NJ 07016	X								

### **Signatures**

/s/ David S. Mack	12/07/2004
**Signature of Reporting Person	Date

#### **Explanation of Responses:**

- \* 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).
- Represents shares of common stock of Mack-Cali Realty Corporation (the "Corporation") held by The David and Sondra Mack Foundation (the "Foundation"), a charitable foundation of which the (1) reporting person is a trustee. Pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, as amended, the reporting person disclaims beneficial ownership of the shares held by the Foundation. The ownership amounts reported exclude 1,000 shares of common stock directly beneficially owned by the reporting person.
- (2) Shares of common stock of the "Corporation were issued upon redemption of Units of Limited Partnership Interest (the "Common Units") of Mack-Cali Realty, L.P., a Delaware limited partnership through which the Corporation conducts its real estate activities (the "Operating Partnership").
- (3) The Common Units are redeemable on a one-for-one basis for shares of common stock of the Corporation.
- (4) The right to convert Common Units of the Operating Partnership is not subject to expiration.
  - Represents 200,000 Common Units held by the Foundation. Pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, as amended, the reporting person disclaims beneficial ownership of the 200,000 Common Units held by the Foundation. Reported amounts exclude the following securities that are directly beneficially owned by the reporting person: (i) 429.592 phanton stock units issued
- (5) to the reporting person pursuant to the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors, which units are to be settled 100% in the Corporation's common stock upon the termination of the reporting person's service on the Board of Directors of the Corporation or upon a change in control of the Corporation; (ii) 617,438 Common Units; and (iii) 53,344 Series B Preferred Units of the Operating Partnership which are convertible into 1,539,509 Common Units at a conversion price of \$34.65 per Series B Preferred Unit.

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

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