## FORM 4

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

| OMB APPR            | OVAL      |
|---------------------|-----------|
| OMB Number:         | 3235-0287 |
| Estimated average b | urden     |
| hours per response  | 0.5       |

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

| ss of Reportin<br>J   | g Person*  |  | 2. Issuer Name and Ticker or Trading Symbol MACK CALI REALTY CORP [CLI]  |  |  |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner   |   |  |   |  |   |  |  |  |
|---|--|--|--|--|--|---|---|---|--|---|--|---|--|--|--|
| LI REALT  | Y  |  | 3. Date of Earliest Transaction (Month/Day/Year) 06/09/2021  |  |  | X_C   | X Officer (give title below) Other (specify below)  Chief Financial Officer   |   |  |   |  |   |  |  |  |
| (Stree<br>NJ 07311  | t)   |  | 4. If Amendment, Date Original Filed(Month/Day/Year)   |  |  |   | _X_ For   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person   |  |   |  |   |  |  |  |
| (State  | e)   | (Zip)  |  |  |  | Table I -   | Noi   | n-Derivative  | Securities   | Acquired, D   | isposed o  | f, or Benefi  | cially Owned   |  |  |
|   | Da   | e  | Execu<br>any   | ition Dat  |  | Code (Instr. 8)   |   | (A) or D<br>(Instr. 3.  | pisposed of (<br>, 4 and 5)<br>(A) or  | (Instr. 2   | Followin etion(s)  |   |  | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)   | Beneficial<br>Ownership  |
|   |  | Table II   | - Dariva   | ntivo Soc  | urit   | ties Acqui  |   | •   |  |   |  |   |  |  |  |
|   |  |  |  |  |  |   |   | ns, convertit   |  |   |  |   |  |  |  |
| 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security |  | 3A. Deeme<br>Execution I   | (e.g., p<br>d<br>Date, if  | 4.<br>Transac<br>Code  | s, w   | 5. Number   | er<br>tive<br>s<br>(A)  |   | ole securitien<br>reisable<br>on Date  |   | Amount   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)   | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction  | Ownersl<br>Form of<br>Derivati<br>Security<br>Direct (I<br>or Indirects)   | Beneficia<br>Ownershi<br>(Instr. 4)  |
| Conversion<br>or Exercise<br>Price of<br>Derivative                   | Date   | 3A. Deemee Execution I any   | (e.g., p<br>d<br>Date, if  | 4.<br>Transac<br>Code  | s, w   | 5. Number of Deriva Securities Acquired or Dispos of (D) (Instr. 3,   | er<br>tive<br>s<br>(A)  | 6. Date Exer<br>and Expirati  | ole securitie<br>reisable<br>on Date<br>/Year)   | 7. Title and of Underlyi Securities   | Amount   | Derivative<br>Security  | Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported   | Ownersl<br>Form of<br>Derivati<br>Security<br>Direct (I<br>or Indire   | nip of Indirect<br>Beneficia<br>Ownershi<br>(Instr. 4)   |
| J   | (First LI REALT N, HARBC STE. 400 (Stree NJ 07311 (State | (First) (M<br>LI REALTY<br>N, HARBORSIDE 3, 210<br>STE. 400<br>(Street)<br>NJ 07311<br>(State) | (First) (Middle)  LI REALTY N, HARBORSIDE 3, 210  STE. 400  (Street)  NJ 07311  (State) (Zip)  2. Transaction Date (Month/Day/Year | MACH (First) (Middle) 3. Date (06/09/N, HARBORSIDE 3, 210 STE. 400 (Street) 4. If An NJ 07311 (State) (Zip)  2. Transaction Date (Month/Day/Year) 2. Exect (Month/Day/Year) (Month/Day/Year) | MACK CAL  (First) (Middle)  LI REALTY N, HARBORSIDE 3, 210  STE. 400  (Street)  A. If Amendmen  NJ 07311  (State)  2. Transaction Date (Month/Day/Year)  2A. Deemed Execution Dat any (Month/Day/Y | MACK CALI RI  (First) (Middle) 3. Date of Earliest TO 06/09/2021  STE. 400  (Street) 4. If Amendment, Do 19/10/10/10/10/10/10/10/10/10/10/10/10/10/ | MACK CALI REALTY  (First) (I REALTY (Middle) (I REALTY (Middle) (Street) (Street) (Street) (State) (State) (State) (Zip) (Zip) (Zip) (A. If Amendment, Date Original Problems of Code (Instr. 8) (Month/Day/Year) (Month/Day/Year) (A. Deemed Execution Date, if any (Month/Day/Year) (Instr. 8) (Code | MACK CALI REALTY CO  (First) (Middle) (LI REALTY N, HARBORSIDE 3, 210  STE. 400  (Street)  NJ 07311  (State)  2. Transaction Date (Month/Day/Year)  Code (Instr. 8)  Code  This | MACK CALI REALTY CORP [CLI]  (First) (II REALTY N, HARBORSIDE 3, 210  STE. 400  (Street)  A. If Amendment, Date Original Filed(Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  Code (Instr. 8)  Code V Amount  Persons who this form are currently valing the control of the currently valing the currently valing the currently valing the control of the currently valing the cur | MACK CALI REALTY CORP [CLI]  3. Date of Earliest Transaction (Month/Day/Year) 06/09/2021  3. Date of Earliest Transaction (Month/Day/Year) 06/09/2021  4. If Amendment, Date Original Filed(Month/Day/Year)  NJ 07311  (State)  2. Transaction Date Execution Date, if any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction (A) or Disposed of (Instr. 8) (Instr. 3, 4 and 5)  Code  V Amount (A) or Code V Amount (A) or Code V Amount (A) or Code V Amount (B) Instr. 3, 4 and 5  Persons who respond to this form are not require currently valid OMB code | MACK CALI REALTY CORP [CLI]  J. D. | MACK CALI REALTY CORP [CLI]  Director X Officer (give to the collection of its asperate line for each class of securities beneficially owned directly or indirectly.  MACK CALI REALTY CORP [CLI]  Director X Officer (give to the collection of its aspectation) and separate line for each class of securities beneficially owned directly or indirectly.  MACK CALI REALTY CORP [CLI]  Director X Officer (give to the collection of its aspectation) and the collection of its aspectation (Month/Day/Year)  A Date of Earliest Transaction (Month/Day/Year)  A Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (D) Price  Persons who respond to the collection of its aspectation of the collection of its aspectation. | MACK CALI REALTY CORP [CLI]  MACK CALI REALTY CORP [CLI]  Joirector  X Officer (give title below)  Chief F  A Joint of Street (Joint Month/Day/Year)  (Street)  A Joint of Street of Chief F  A Joint of Street of Chief F  A Joint of Street of Chief F  Chief | MACK CALI REALTY CORP [CLI]  (First) ( | MACK CALI REALTY CORP [CLI]  (First) (Middle) LI REALTY N, HARBORSIDE 3, 210  STE. 400  (Street) NJ 07311  (State)  (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Month/Day/Year)  (A) or Disposed of (D) or Indirect |

|  | Relationships |              |                         |       |  |  |
|--|---------------|--------------|-------------------------|-------|--|--|
| Reporting Owner Name / Address   | Director      | 10%<br>Owner | Officer                 | Other |  |  |
| Smetana David J<br>C/O MACK-CALI REALTY CORPORATION<br>HARBORSIDE 3, 210 HUDSON ST., STE. 400<br>JERSEY CITY, NJ 07311 |               |              | Chief Financial Officer |       |  |  |

### **Signatures**

| /s/ David Smetana               | 06/11/2021 |
|---------------------------------|------------|
| **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).

- On April 21, 2021, Mack-Cali Realty Corporation (the "Company") granted the reporting person outperformance vesting restricted stock units (each, a "OPVRSU"). Each OPVRSU represents represents a contingent right to receive one share of the Company's common stock, \$0.01 par value per share (the "Common Stock"). The OPVRSUs were granted expressly subject to and
- (1) conditioned upon (and could not be exercised, in whole or in part, until) the approval by the Company's stockholders at or before the Company's 2021 Annual Meeting of Stockholders (the "Annual Meeting") of a sufficient increase in the number of Shares available for issuance under the Company's 2013 Incentive Stock Plan to cover the OPVRSUs, which approval was obtained at the Annual meeting on June 9, 2021.
- (2) The OPVRSUs may vest on April 20, 2024 from 0% to 100% based on the attainment of certain levels of adjusted funds from operations per share for the Company's fiscal year ending December 31, 2023.

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

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.