

Wagner Gary T
 Form 4
 March 26, 2019

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wagner Gary T

2. Issuer Name and Ticker or Trading Symbol
 MACK CALI REALTY CORP
 [CLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/22/2019

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 General Counsel & Secretary

C/O MACK-CALI REALTY CORPORATION, HARBORSIDE 3, 210 HUDSON ST., STE. 400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

JERSEY CITY, NJ 07311

(City) (State) (Zip)

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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion 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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class G 2019 LTIP Units | \$ 0 ⁽¹⁾ | 03/22/2019 | | A ⁽¹⁾ | | ⁽²⁾ | ⁽²⁾ | Common Stock | 16,353 |
| Class H 2019 LTIP Units | \$ 0 ⁽³⁾ | 03/22/2019 | | A ⁽³⁾ | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 8,937 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wagner Gary T C/O MACK-CALI REALTY CORPORATION HARBORSIDE 3, 210 HUDSON ST., STE. 400 JERSEY CITY, NJ 07311 | | | General Counsel & Secretary | |

Signatures

/s/ Gary T.

Wagner 03/26/2019

**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).

1. On March 22, 2019, the reporting person received a grant of Class G 2019 LTIP Units (the "Class G Units") of Mack-Cali Realty, L.P. (the "Operating Partnership"). The Class G Units are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Common Units of the Operating Partnership ("Common Units"). Common Units of the Operating Partnership are redeemable by the holder for cash or, at the election of Mack-Cali Realty Corporation (the "Company"), shares of common stock of the Company on a one-for-one basis or the cash value of such shares.

(2) Fifty percent (50%) of the Class G Units may vest over a three to five year period based on the attainment of absolute total stockholder return ("TSR") metrics by the Company over a three year performance period. The remaining fifty percent (50%) of the Class G Units may vest over a three to five year period based on the Company's TSR relative to the TSR of other equity office REITs in the NAREIT Index over the same three year performance period.

(3) On March 22, 2019, the reporting person received a grant of Class H 2019 LTIP Units (the "Class H Units") of the Operating Partnership. The Class H Units are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting are

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convertible by the holder into an equivalent number of Common Units. Common Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, shares of common stock of the Company on a one-for-one basis or the cash value of such shares.

- (4) The Class H Units vest on March 22, 2022 and are not subject to expiration.

Reported amounts exclude the following securities directly beneficially owned by the reporting person: (i) 3,687 Class B 2016 LTIP Units of the Operating Partnership, (ii) 13,473 Class C 2017 LTIP Units of the Operating Partnership, (iii) 4,449 Class D 2017 LTIP

- (5) Units of the Operating Partnership, (iv) 22,676 Class E 2018 LTIP Units of the Operating Partnership, and (v) 11,799 Class F 2018 LTIP Units of the Operating Partnership. Subject to certain vesting conditions, all of these other classes of LTIP Units of the Operating Partnership may be converted to Common Units on a one-for-one basis.

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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