

MACK WILLIAM L  
Form SC 13G/A  
February 17, 2004

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

**SCHEDULE 13G/A**  
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)\***

**MACK-CALI REALTY CORPORATION**

(Name of Issuer)

**COMMON STOCK**

(Title of Class of Securities)

**554489 10 4**

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 554489 10 4

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

The Mack Group

William L. Mack  
 Earle I. Mack  
 Mitchell E. Hersh  
 David S. Mack  
 Fredric Mack  
 Richard Mack  
 Stephen Mack  
 Andrew Mack  
 Beatrice Mack  
 David S. Mack, as Trustee for The David and Sondra Mack Foundation  
 Earle I. Mack, as Trustee for the Earle I. Mack Foundation  
 William L. Mack, as Trustee for Trust William Mack A  
 William L. Mack, as Trustee for Trust William Mack 4/30/92  
 Phyllis Mack, as Trustee for Trust f/b/o Richard Mack  
 Phyllis Mack, as Trustee for Trust f/b/o Stephen Mack

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 U.S.

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 9,432,473
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 9,432,473

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 9,432,473\*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
13.7%
12. Type of Reporting Person (See Instructions)  
OO

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\* See Response to Item 4.

**Item 1.**

- (a) Name of Issuer  
Mack-Cali Realty Corporation
- (b) Address of Issuer's Principal Executive Offices  
11 Commerce Drive, Cranford, New Jersey 07016

**Item 2.**

- (a) Name of Person Filing  
The Mack Group
- (b) Address of Principal Business Office or, if none, Residence  
11 Commerce Drive, Cranford, New Jersey 07016
- (c) Citizenship  
Each member of The Mack Group is a citizen of the United States.
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
554489 10 4

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership as of December 31, 2003**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

9,432,473\*

\*David S. Mack, a member of The Mack Group, is a trustee of The David and Sondra Mack Foundation, a charitable foundation that owns 125,000 reported shares. In addition, Earle I. Mack, a member of The Mack Group, is a trustee of the Earle I. Mack Foundation, a charitable foundation that owns 100,000 reported shares. David S. Mack and Earle I. Mack, pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, as amended, each hereby specifically disclaims beneficial ownership of any shares owned by such foundations reported on this Schedule.

(b) Percent of class:

13.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

9,432,473

(iii)	Sole power to dispose or to direct the disposition of
	0
(iv)	Shared power to dispose or to direct the disposition of
	9,432,473

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

See Exhibit A attached hereto.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

**Dated: February 17, 2004** /s/ **William L. Mack**

William L. Mack

**Dated: February 17, 2004** /s/ Earle I. Mack  
Earle I. Mack

**Dated: February 17, 2004** /s/ Mitchell E. Hersh  
Mitchell E. Hersh

**Dated: February 17, 2004** /s/ David S. Mack  
David S. Mack

**Dated: February 17, 2004** /s/ Fredric Mack  
Fredric Mack

**Dated: February 17, 2004** /s/ Richard Mack  
Richard Mack

**Dated: February 17, 2004** /s/ Stephen Mack  
Stephen Mack

**Dated: February 17, 2004** /s/ Andrew Mack  
Andrew Mack

**Dated: February 17, 2004** /s/ Beatrice Mack  
Beatrice Mack

**Dated: February 17, 2004** /s/ David S. Mack  
David S. Mack, as Trustee for The  
David and Sondra Mack Foundation

**Dated: February 17, 2004** /s/ Earle I. Mack  
Earle I. Mack, as Trustee for the  
Earle I. Mack Foundation

/s/ William L. Mack



**Dated: February 17, 2004**

William L. Mack, as Trustee for Trust  
William Mack A

**Dated: February 17, 2004**

/s/ William L. Mack  
William L. Mack, as Trustee for Trust  
William Mack 4/30/92

**Dated: February 17, 2004**

/s/ Phyllis Mack  
Phyllis Mack, as Trustee for Trust  
f/b/o Richard Mack

**Dated: February 17, 2004**

/s/ Phyllis Mack  
Phyllis Mack, as Trustee for Trust  
f/b/o Stephen Mack