MACK CALI REALTY CORP

Form 4 June 03, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * HERSH MITCHELL E

2. Issuer Name and Ticker or Trading

Symbol

MACK CALI REALTY CORP

[CLI]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 06/01/2015

C/O MACK-CALI REALTY CORPORATION, 343 THORNALL STREET

(First)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

10% Owner

Other (specify

Applicable Line)

Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

below)

EDISON, NJ 08837

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

3.

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following

Reported

Transaction(s)

(D) or Indirect (I) (Instr. 4)

Form: Direct Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Code V (D) Amount

(Instr. 3 and 4) Price

Common Stock

06/01/2015

41,811 $A^{(1)}$ (1)

\$0 736,450 (1)

D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amu Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A: N: Sl:
Phantom Stock Units	\$ 0 (2)	06/01/2015		F(2)	41,713.055 (2)	11/04/2014	08/08/1988(3)	Common Stock	4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HERSH MITCHELL E C/O MACK-CALI REALTY CORPORATION 343 THORNALL STREET EDISON, NJ 08837

President and CEO

Signatures

/s/ Mitchell E. 06/03/2015 Hersh

**Signature of Date
Reporting Person

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 June 1, 2015, Mack-Cali Realty Corporation (the "Company") issued 41,811 shares of common stock to a rabbi trust for the benefit of Mitchell E. Hersh (the "Trust") as required by the Separation and General Release Agreement dated November 4, 2014 by and between the Company and Mr. Hersh (the "Separation Agreement") in full and final satisfaction of all obligations to Mr. Hersh under his Amended and Restated TSR-Based Performance Award Agreement with a grant date of January 1, 2013.
- On June 1, 2015, 41,713.055 phantom stock units previously issued to Mr. Hersh pursuant to his Deferred Retirement Compensation

 Agreement with the Company with a grant date of January 1, 2013 (the "Deferred Award Agreement") were cancelled and forfeited as required by the terms of the Separation Agreement and in consideration of the payment to the Trust of the Deferred Amount (as defined in the Separation Agreement) in full and final satisfaction of all obligations to Mr. Hersh under his Deferred Award Agreement.
- (3) The phantom stock units are not subject to expiration and shall become payable within 30 days of Mr. Hersh's separation from the Company.
- (4) The reported amount excludes 121,424 common units of limited partnership interest of Mack-Cali Realty, L.P. beneficially owned by Mr. Hersh.

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.

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