

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report: **May 7, 2004**  
(Date of earliest event reported)

## MACK-CALI REALTY CORPORATION

(Exact name of Registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of incorporation)

**1-13274**  
(Commission File No.)

**22-3305147**  
(I.R.S. Employer  
Identification No.)

**11 Commerce Drive, Cranford, New Jersey 07016**  
(Address of Principal Executive Offices) (Zip Code)

**(908) 272-8000**  
(Registrant's telephone number, including area code)

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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### Item 5. Other Events and Regulation FD Disclosure.

On May 7, 2004, Mack-Cali Realty Corporation (the "Company") issued a press release announcing the resignation of Timothy M. Jones as President and as an employee of the Company and as President, an employee and a director of any of the Company's subsidiaries or affiliates, effective as of Friday, May 7, 2004 (the "Effective Date"). Subsequent to the Effective Date, Mr. Jones will serve as a consultant to the Company until December 31, 2004.

In addition, the Company announced that as of the Effective Date, Mitchell E. Hersch, Chief Executive Officer, shall be appointed to the additional position of President, and shall thereafter continue to serve as Chief Executive Officer and President.

In consideration of Mr. Jones' years of outstanding service to the Company and his service as a consultant to the Company, on the Effective Date, outstanding and unvested options to acquire 24,000 shares of the Company's common stock granted to Mr. Jones on December 5, 2000 pursuant to the Company's employee stock option plans (the "Plans") which were not scheduled to vest until December 31, 2004 shall be declared fully vested and exercisable in accordance with the provisions of the Plans. Also on the Effective Date, 19,285 shares of unvested restricted common stock of the Company (the "Restricted Shares"), which were originally granted to Mr. Jones pursuant to Restricted Share Award Agreements dated as of July 1, 1999 (as amended by the First Amendment thereto dated January 2, 2003) and January 2, 2003 (collectively, the "Restricted Share Awards") and are subject to deferred vesting as described in such Restricted Share Awards, shall be declared fully vested and exercisable in accordance with the provisions of the Restricted Share Awards. An additional 19,284 outstanding and unvested Restricted Shares previously granted to Mr. Jones pursuant to the Restricted Share Awards shall be forfeited on the Effective Date in accordance with the provisions of the Plans.

In connection with the vesting of 19,285 Restricted Shares for Mr. Jones on the Effective Date, Mr. Jones shall be entitled to receive a tax gross-up payment from the Company in accordance with the provisions of the Restricted Share Awards, which payment shall be calculated based on the closing price of the Company's common stock on the business day immediately preceding the Effective Date.

In connection with the foregoing, the Company hereby files the following document.

## **Item 7. Financial Statements, Pro Forma Financial Information and Exhibits**

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Mack-Cali Realty Corporation dated May 7, 2004.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACK-CALI REALTY CORPORATION

Date: May 7, 2004

By: /s/ ROGER W. THOMAS

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Roger W. Thomas  
Executive Vice President,  
General Counsel and Secretary

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## EXHIBIT INDEX

**Exhibit Number**   **Exhibit Title**

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99.1	Press Release of Mack-Cali Realty Corporation dated May 7, 2004.
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M A C K - C A L I R E A L T Y C O R P O R A T I O N

NEWS RELEASE

For Immediate Release

Contact:	Barry Lefkowitz	Virginia Sobol
	Executive Vice President	Vice President, Marketing
	and Chief Financial Officer	and Public Relations
	(908) 272-8000	(908) 272-8000

MACK-CALI REALTY CORPORATION ANNOUNCES MANAGEMENT CHANGES

CRANFORD, NEW JERSEY – May 7, 2004 – Mack-Cali Realty Corporation (NYSE: CLI) today announced that Timothy M. Jones has resigned as President to pursue private investment opportunities. His duties will be assumed by other senior officers.

In addition to his title of Chief Executive Officer, Mitchell E. Hersh will assume the title of President. Hersh commented, “Tim has been a valued member of the Mack-Cali team over the past seven years.”

Additional management responsibility will be assumed by Michael Grossman, Executive Vice President, who will have responsibility for leasing and acquisitions; Barry Lefkowitz, Executive Vice President and Chief Financial Officer; Anthony Krug, Senior Vice President of Finance; and Roger Thomas, Executive Vice President, General Counsel and Secretary.

“We have a deep management team at Mack-Cali that is committed to our strategic plan of serving our tenants and growing in our core Northeast markets,” Hersh said.

Mack-Cali Realty Corporation is a fully-integrated, self-administered, self-managed real estate investment trust (REIT) providing management, leasing, development, construction and other tenant-related services for its class A real estate portfolio. Mack-Cali owns or has interests in 264 properties, primarily office and office/flex buildings located in the Northeast, totaling approximately 28.6 million square feet. The properties enable the Company to provide a full complement of real estate opportunities to its diverse base of approximately 2,100 tenants.

Additional information on Mack-Cali Realty Corporation is available on the Company’s Web site at [www.mack-cali.com](http://www.mack-cali.com).

Certain information discussed in this press release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the federal securities laws, including Section 21E of the Securities Exchange Act of 1934. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements relate to, without limitation, the Company’s future economic performance, plans and objectives for future operations and projections of revenue and other financial items. Forward-looking statements can be identified by the use of words such as “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “continue” or comparable terminology. Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable

assumptions at the time made, it can give no assurance that its expectations will be achieved. Forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements. Among the risks, trends and uncertainties are changes in the general economic conditions, including those affecting industries in which the Company's principal tenants compete; any failure of the general economy to recover timely from the current economic downturn; the extent of any tenant bankruptcies; the Company's ability to lease or re-lease space at current or anticipated rents; changes in the supply of and demand for office, office/flex and industrial/warehouse properties; changes in interest rate levels; changes in operating costs; the Company's ability to obtain adequate insurance, including coverage for terrorist acts; the availability of financing; and other risks associated with the development and acquisition of properties, including risks that the development may not be completed on schedule, that the tenants will not take occupancy or pay rent, or that development or operating costs may be greater than anticipated. For further information on factors which could impact the Company and the statements contained herein, reference should be made to the Company's filings with the Securities and Exchange Commission including Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and Annual Reports on Form 10-K. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events.

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