

MACK CALI REALTY CORP  
Form 8-K  
December 12, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): December 9, 2008**

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**MACK-CALI REALTY CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-13274**  
(Commission File Number)

**22-3305147**  
(IRS Employer  
Identification No.)

**343 Thornall Street, Edison, New Jersey,**  
(Address of Principal Executive Offices)

**08837-2206**  
(Zip Code)

**(732) 590-1000**

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(Registrant's telephone number, including area code)

**MACK-CALI REALTY, L.P.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**333-57103**  
(Commission File Number)

**22-3315804**  
(IRS Employer  
Identification No.)

**343 Thornall Street, Edison, New Jersey,**  
(Address of Principal Executive Offices)

**08837-2206**  
(Zip Code)

**(732) 590-1000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02** **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On December 9, 2008, the board of directors (the Board of Directors) of Mack-Cali Realty Corporation (the General Partner), the general partner of Mack-Cali Realty, L.P. approved the recommendations and ratified the determinations of the Executive Compensation and Option Committee of the Board of Directors and authorized the General Partner to:

(1) based upon the Executive Compensation and Option Committee's evaluation of the General Partner's performance in 2008:

(a) enter into restricted share award agreements, effective December 9, 2008, with each of Mitchell E. Hersh, Barry Lefkowitz, Michael Grossman, Mark Yeager and Roger W. Thomas, pursuant to which Messrs. Hersh, Lefkowitz, Grossman, Yeager and Thomas were issued 36,265, 15,866, 14,733, 14,733 and 10,426 shares of restricted common stock, respectively, pursuant to the General Partner's 2000 Employee Stock Option Plan originally effective as of September 11, 2000, and amended as of May 14, 2002. These shares of restricted common stock are fully vested upon issuance and will be subject to a six month restriction prohibiting the restricted common stock from being sold, assigned, transferred, gifted or otherwise disposed of, mortgaged, pledged or otherwise hypothecated.

(b) grant cash bonuses, for fiscal year 2008, to Messrs. Hersh, Lefkowitz, Grossman, Yeager and Thomas of \$985,000, \$505,000, \$495,000, \$495,000, and \$400,000, respectively.

(c) declare to be fully vested as of January 1, 2009: 15,093, 6,289, 5,031, 5,031 and 3,144 shares of restricted common stock granted to Messrs. Hersh, Lefkowitz, Grossman, Yeager and Thomas, respectively, pursuant to restricted share award agreements dated September 12, 2007, all of which are due to vest on January 1, 2009, and make the attendant tax gross-up payments to such executive officers as soon as practicable following the vesting of such shares of restricted common stock that are contractually required under the Tax Gross-Up Agreements dated September 12, 2007 between the General Partner and such executive officers.

(2) maintain the annual base salaries of Messrs. Hersh, Lefkowitz, Grossman, Yeager and Thomas of \$1,050,000, \$420,000, \$370,000, \$370,000, and \$370,000, respectively, for 2009.

The form of restricted share award agreement between the General Partner and each of its executive officers described in item (1)(a) herein above is filed herewith as Exhibit 10.1.

**Item 8.01 Other Events.**

On December 9, 2008, the Board of Directors of the General Partner approved the recommendations and ratified the determinations of the Executive Compensation and Option Committee of the Board of Directors and authorized the General Partner to:

- (1) increase the annual compensation paid to non-employee members of the Board of Directors from \$35,000 to \$40,000;
- (2) maintain the annual compensation paid to the chairs of the Audit Committee and the Executive Committee of the Board of Directors at \$12,500;
- (3) maintain the annual compensation paid to the chairs of the Executive Compensation and Option Committee and the Nominating and Corporate Governance Committee of the Board of Directors at \$7,500;
- (4) maintain the compensation paid to non-employee members of the Board of Directors for attendance at, or telephonic participation in, meetings of the Board of Directors or any committee thereof at \$1,500 per meeting.
- (5) grant to each non-employee member of the Board of Directors restricted common stock awards, no later than December 31, 2008, pursuant to the General Partner's Amended and Restated 2000 Director Stock Option Plan in an amount equal to 2,720 shares of the General Partner's common stock. The restricted common stock granted to the non-employee members of the Board of Directors will vest on January 1, 2010.

A form of restricted share award agreement, effective December 9, 2008, entered into with each non-employee director is filed as exhibit 10.2 herewith.

Also on December 9, 2008, the Board of Directors of the General Partner adopted and approved certain amendments to the Mack-Cali Realty Corporation Deferred Compensation Plan for Directors (the Plan) to conform the Plan to the requirements of Section 409A of the Internal Revenue Code of 1986, as amended (Section 409A). The Board of Directors also authorized and approved the General Partner's entry into certain agreements with each of its executive officers (the 409A Agreements) which provide for the amendment of certain provisions of their respective employment agreements and tax gross-up agreements dated September 12, 2007 to conform all such employment and tax gross-up agreements to the requirements of Section 409A.

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A copy of the amended and restated Plan incorporating the amendments adopted by the Board of Directors is filed as exhibit 10.3 herewith and copies of the 409A

Agreements are filed as exhibits 10.4 through 10.8 herewith.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.1	Form of Restricted Share Award Agreement effective December 9, 2008 by and between Mack-Cali Realty Corporation and each of Mitchell E. Hersh, Barry Lefkowitz, Michael Grossman, Mark Yeager and Roger W. Thomas.
10.2	Form of Restricted Share Award Agreement effective December 9, 2008 by and between Mack-Cali Realty Corporation and each of William L. Mack, Alan S. Bernikow, John R. Cali, Kenneth M. Duberstein, Nathan Gantcher, David S. Mack, Alan G. Philiposian, Dr. Irvin D. Reid, Vincent Tese, Robert F. Weinberg and Roy J. Zuckerberg.
10.3	Amended and Restated Mack-Cali Realty Corporation Deferred Compensation Plan for Directors.
10.4	Letter Agreement dated December 9, 2008 by and between Mack-Cali Realty Corporation and Mitchell E. Hersh.
10.5	Letter Agreement dated December 9, 2008 by and between Mack-Cali Realty Corporation and Barry Lefkowitz.
10.6	Letter Agreement dated December 9, 2008 by and between Mack-Cali Realty Corporation and Michael Grossman.
10.7	Letter Agreement dated December 9, 2008 by and between Mack-Cali Realty Corporation and Mark Yeager.
10.8	Letter Agreement dated December 9, 2008 by and between Mack-Cali Realty Corporation and Roger W. Thomas.

**SIGNATURES**

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

**MACK-CALI REALTY CORPORATION**

Dated: December 12, 2008

By: /s/ MITCHELL E. HERSH  
Mitchell E. Hersh  
President and  
Chief Executive Officer

**MACK-CALI REALTY, L.P.**

By: Mack-Cali Realty Corporation,  
its general partner

Dated: December 12, 2008

By: /s/ MITCHELL E. HERSH  
Mitchell E. Hersh  
President and  
Chief Executive Officer

**EXHIBIT INDEX**

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