

MACK CALI REALTY CORP  
Form 8-K  
December 06, 2007

**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 4, 2007**

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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.)

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**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)

**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))



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On December 4, 2007, 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 2007:

(a) enter into restricted share award agreements, effective December 4, 2007, 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 30,821, 14,010, 14,010, 14,010 and 9,667 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. In connection with the issuance of the restricted common stock, the General Partner also entered into agreements with Messrs. Hersh, Lefkowitz, Thomas, Grossman and Yeager for certain tax gross-up payments.

(b) grant cash bonuses, for fiscal year 2007, to Messrs. Hersh, Lefkowitz, Grossman, Yeager and Thomas of \$625,000, \$350,000, \$350,000, \$350,000, and \$300,000, respectively (which are the same cash bonuses that were paid in fiscal 2006).

(c) declare to be fully vested as of January 1, 2008: 15,000, 7,000, 6,000 and 5,000 shares of restricted common stock granted to Messrs. Hersh, Lefkowitz, Thomas and Grossman, respectively, pursuant to restricted share award agreements dated January 2, 2003, and 3,906 shares of restricted common stock granted to Mr. Hersh on July 1, 1999; 1,631 shares of restricted common stock granted to Mr. Lefkowitz on July 1, 1999; 1,377 and 88 shares of restricted common stock granted to Mr. Thomas on July 1, 1999 and March 12, 2001, respectively; and 250 and 1,621 shares of restricted common stock granted to Mr. Grossman on December 6, 1999 and March 12, 2001, respectively, all pursuant to restricted share award agreements that were amended as of January 2, 2003, all of which are due to vest on January 1, 2008; and 5,000 shares of restricted common stock granted to Mr. Yeager on May 15, 2006 pursuant to his employment agreement with the general partner due to vest on January 1, 2008, 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.

(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 2007.

The forms of restricted share award agreements and the related tax gross-up agreements described in item (1)(a) herein above are filed herewith as Exhibits 10.1 and 10.2.

**Item 8.01 Other Events.**

On December 4, 2007, 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 \$30,000 to \$35,000;

(2) increase the annual compensation paid to the chairs of the Audit Committee and the Executive Committee of the Board of Directors from \$10,000 to \$12,500;

(3) increase 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 from \$5,000 to \$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, 2007, pursuant to the General Partner's Amended and Restated 2000 Director Stock Option Plan in an amount equal to one thousand six hundred (1,600) 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, 2009. A form of restricted share award agreement, effective December 4, 2007, entered into with each non-employee director is filed as exhibit 10.3 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 4, 2007 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 Tax Gross-Up Agreement effective December 4, 2007 by and between Mack-Cali Realty Corporation and each of Mitchell E. Hersh, Barry Lefkowitz, Michael Grossman, Mark Yeager and Roger W. Thomas.
10.3	Form of Restricted Share Award Agreement effective December 4, 2007 by and between Mack-Cali Realty Corporation and each of William L. Mack, Martin S. Berger, Alan S. Bernikow, John R. Cali, Kenneth M. Duberstein, Nathan Gantcher, David S. Mack, Alan G. Philibosian, Dr. Irvin D. Reid, Vincent Tese and Roy J. Zuckerberg.

**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 6, 2007

By: /s/ ROGER W. THOMAS  
Roger W. Thomas  
Executive Vice President,  
General Counsel and Secretary

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

By: Mack-Cali Realty Corporation,  
its general partner

Dated: December 6, 2007

By: /s/ ROGER W. THOMAS  
Roger W. Thomas  
Executive Vice President,  
General Counsel and Secretary



**EXHIBIT INDEX**

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