

JARRETT JERRY V
 Form 4
 April 08, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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)

1. Name and Address of Reporting Person *
 JARRETT JERRY V

2. Issuer Name and Ticker or Trading Symbol
 FOREST CITY ENTERPRISES INC
 [FCEA/FCEB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/06/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

P.O. BOX 5028

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ROME, OH 44085

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock				(A) or (D)	1,500	D	

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

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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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1996 Stock Option Grant (right to buy)	\$ 9.583					09/09/1998 ⁽¹⁾	09/09/2006	Class A Common	6,750
1998 Stock Option Grant (right to buy)	\$ 19					03/17/2000 ⁽²⁾	03/17/2008	Class A Common	7,500
1999 Stock Option Grant (right to buy)	\$ 14.917					04/07/2003 ⁽³⁾	04/07/2009	Class A Common	7,500
2001 Stock Option Grant (right to buy)	\$ 28.533					03/08/2003 ⁽⁴⁾	03/08/2011	Class A Common	10,800
2003 Stock Option Grant (right to buy)	\$ 31					03/17/2005 ⁽⁵⁾	03/17/2013	Class A Common	10,800
2005 Stock Option Grant (right to buy)	\$ 60.5	04/06/2005		A	5,400	04/06/2007 ⁽⁶⁾	04/06/2015	Class A Common	5,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JARRETT JERRY V P.O. BOX 5028 ROME, OH 44085		X		

Signatures

Geralyn M. Presti, Attorney-In-Fact for Jerry V. Jarrett 04/08/2005

__Signature of Reporting Person

Date

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).
- (1) 1996 Stock Option Grant - 25% exercisable 9/09/1998; 25 exercisable 9/09/1999; and 50 % exercisable 9/09/2000.
- (2) 1998 Stock Option Grant - 25% exercisable 3/17/2000; 33% exercisable 3/17/2001; and 42% exercisable on 3/17/2002.
- (3) 1999 Stock Option Grant - 25% exercisable 4/07/2001; 25% exercisable 4/07/2002; and 50% exercisable on 4/07/2003.
- (4) 2001 Stock Option Grant - 25% exercisable 3/08/2003; 25% exercisable 3/08/2004; and 50% exercisable 3/08/2005.
- (5) 2003 Stock Option Grant - 25% exercisable 3/17/2005; 25% exercisable 3/17/2006; and 50% exercisable 3/17/2007.
- (6) 2005 Stock Option Grant - 25% exercisable 4/06/2007; 25% exercisable 4/06/2008; and 50% exercisable 4/06/2009.

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.