

HARMON DEBORAH L  
 Form 4/A  
 April 17, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 HARMON DEBORAH L

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)  
 2400 N STREET, NW - 6TH FL  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/11/2012

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

WASHINGTON, DC 20037  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 04/13/2012

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

**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)
				(A) or (D)			
				Code	V	Amount	Price
Class A Common Stock						D	(1)
Class A Common Stock						D	(2)
Class A Common Stock						D	(3)
Class A Common Stock						D	(4)

## Stock

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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
2008 Stock Option Grant (right to buy)	\$ 37.68					04/07/2009 <sup>(5)</sup> 04/07/2018	Class A Common 5,319
2009 Stock Option Grant (right to buy)	\$ 7.8					04/21/2010 <sup>(6)</sup> 04/21/2019	Class A Common 10,960
2011 Stock Option Grant (right to buy)	\$ 17.72					04/13/2012 <sup>(7)</sup> 04/13/2021	Class A Common 4,463
2012 Stock Option Grant (right to buy)	\$ 14.74	04/11/2012		A	10,825	04/11/2013 <sup>(8)</sup> 04/11/2022	Class A Common 10,825

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARMON DEBORAH L 2400 N STREET, NW - 6TH FL WASHINGTON, DC 20037			X	

## Signatures

Geralyn M. Presti, Attorney-In-Fact for Deborah L. Harmon 04/17/2012

\_\_\_\_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) 2010 Restricted Stock Grant - 33.33% vest on 4/14/2011; 33.33% vest on 4/14/2012; and 33.33% vest on 4/14/2013.
- (2) 2011 Restricted Stock Grant - 33.33% vest on 4/13/2012; 33.33% vest on 4/13/2013; and 33.33% vest on 4/13/2014.
- (3) Shares are held in certificate.
- (4) Shares are held in Direct Registration Account.
- (5) 2008 Stock Option Grant - 33.33% exercisable 4/07/2009; 33.33% exercisable 4/07/2010; and 34.33 exercisable 4/07/2011.
- (6) 2009 Stock Option Grant - 33.33% exercisable 4/21/2010; 33.33% exercisable 4/21/2011; and 33.33% exercisable 4/21/2012.
- (7) 2011 Stock Option Grant - 33.33% exercisable 4/13/2012; 33.33% exercisable 4/13/2013; and 33.33% exercisable 4/13/2014.
- (8) 2012 Stock Option Grant - 33.33% exercisable 4/11/2013; 33.33% exercisable 4/11/2014; and 33.33% exercisable 4/11/2015.

### Remarks:

The share balance listed in the first entry (footnote 1 - 2010 Restricted Stock Grant) has been adjusted to reflect the correct number of shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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