

HARMON DEBORAH L

Form 4

December 21, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARMON DEBORAH L

(Last) (First) (Middle)

2400 N STREET, NW - 6TH FL

(Street)

WASHINGTON, DC 20037

(City)

(State)

(Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Class A Common Stock				(A) or (D)	1,678	D <u>(1)</u>	
Class A Common Stock				(A) or (D)	1,880	D <u>(2)</u>	
Class A Common Stock				(A) or (D)	443	D <u>(3)</u>	
Class A Common				(A) or (D)	5,181	D <u>(4)</u>	

Stock

Class A								
Common	12/20/2012		M	10,966	A	\$ 7.8	10,966	D ⁽⁵⁾
Stock								

Class A								
Common	12/20/2012		S ⁽⁵⁾	10,966	D	\$ 16.1914	0	D
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 ⁽⁶⁾	04/07/2018	Class A Common	5,319
2009 Stock Option Grant (right to buy)	\$ 7.8	12/20/2012		M	10,966	04/21/2010 ⁽⁷⁾	04/21/2019	Class A Common	10,966
2011 Stock Option Grant (right to buy)	\$ 17.72					04/13/2012 ⁽⁸⁾	04/13/2021	Class A Common	4,463
2012 Stock	\$ 14.74					04/11/2013 ⁽⁹⁾	04/11/2022	Class A Common	10,824

Option
Grant
(right to
buy)

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	12/21/2012
__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. 1,678 shares vested on 4/14/2012 and were transferred to the direct registration account see footnote #4.
 - (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. 941 shares vested on 4/13/2012 and were transferred to the direct registration account see footnote #4.
 - (3) Shares are held in certificate.
 - (4) Shares are held in Direct Registration Account.
Street account. The price \$16.1914 represents a weighed average of sales prices ranging from \$16.17 per share to \$16.21 per share. Full
 - (5) information regarding the number of shares sold at each separate price will be provided to the SEC, the issuer or a security holder of the issuer upon request.
 - (6) 2008 Stock Option Grant - 33.33% exercisable 4/07/2009; 33.33% exercisable 4/07/2010; and 34.33 exercisable 4/07/2011.
 - (7) 2009 Stock Option Grant - 33.33% exercisable 4/21/2010; 33.33% exercisable 4/21/2011; and 33.33% exercisable 4/21/2012.
 - (8) 2011 Stock Option Grant - 33.33% exercisable 4/13/2012; 33.33% exercisable 4/13/2013; and 33.33% exercisable 4/13/2014.
 - (9) 2012 Stock Option Grant - 33.33% exercisable 4/11/2013; 33.33% exercisable 4/11/2014; and 33.33% exercisable 4/11/2015.
- 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.