

FOREST CITY ENTERPRISES INC
 Form 4
 March 30, 2015

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)
 02/18/2015

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)

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)		
			Code	V	Amount (A) or (D) Price				
Class A Common Stock					3,787	D	(1)		
Class A Common Stock	03/26/2015		A		4,467	A	\$ 0 4,467	D	(2)
Class A Common Stock					400		D	(3)	
Class A Common Stock					12,334		D	(4)	

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
2008 Stock Option Grant (right to buy)	\$ 37.68					04/07/2009 ⁽⁵⁾	04/07/2018	Class A Common
2011 Stock Option Grant (right to buy)	\$ 17.72					04/13/2012 ⁽⁶⁾	04/13/2021	Class A Common
2012 Stock Option Grant (right to buy)	\$ 14.74					04/11/2013 ⁽⁷⁾	04/11/2022	Class A Common
2014 Stock Option Grant (right to buy)	\$ 18.73					03/28/2015 ⁽⁸⁾	03/28/2024	Class A Common
Phantom Stock Dividend Equivalent Rights	\$ 0 ⁽⁹⁾	02/18/2015		A	588.928	08/08/1988 ⁽¹⁰⁾	08/08/1988 ⁽¹¹⁾	Class A Common

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	03/30/2015
__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) 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. 1,894 shares vested 4/13/2014 and were transferred to her direct registration account with transfer agent Wells Fargo. See footnote #4.
- (2) 2015 Restricted Stock Grant - 100% vest on 3/26/2016.
- (3) Shares are held in street account.
- (4) Shares are held in Direct Registration Account. 1,894 shares vested 4/08/2014; 940 shares vested 4/13/2014 and 2,936 shares vested 3/28/2015; vested shares were transferred to this 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) 2011 Stock Option Grant - 33.33% exercisable 4/13/2012; 33.33% exercisable 4/13/2013; and 33.33% exercisable 4/13/2014.
- (7) 2012 Stock Option Grant - 33.33% exercisable 4/11/2013; 33.33% exercisable 4/11/2014; and 33.33% exercisable 4/11/2015.
- (8) 2014 Stock Option Grant - 100% exercisable 3/28/2015.
- (9) Phantom Stock - 1-for-1 - Deferred compensation plan contributions. Plan requires participants to make a annual defined election. Mr. Ross is currently not contributing to the Plan.
- (10) Exercisable at retirement, termination, death or disability.
- (11) No present expiration date.

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.