FOREST CITY ENTERPRISES INC

Form 4 July 13, 2005

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

Form 5

subject to

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

OMB Number:

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **COWEN SCOTT S**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

FOREST CITY ENTERPRISES INC [FCEA/FCEB]

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify Officer (give title

(Month/Day/Year)

07/11/2005

218 GIBSON HALL, TULANE UNIVERSITY, 6823 ST. CHARLES

(Street)

(First)

AVENUE

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW ORLEANS, LA 70118

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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 Indirect Beneficial Ownership (Instr. 4)
Class A Common							3,150	D	
Class A Common	07/11/2005		M	7,500 (1)	A	\$ 14.917	7,500	D	
Class A Common	07/11/2005		M	10,800 (2)	A	\$ 28.533	18,300	D	
Class A Common	07/11/2005		S	1,500	D	\$ 72.77	16,800	D	
	07/11/2005		S	200	D	\$ 72.78	16,600	D	

Class A Common						
Class A Common	07/11/2005	S	100	D	\$ 72.79 16,500	D
Class A Common	07/11/2005	S	100	D	\$ 72.8 16,400	D
Class A Common	07/11/2005	S	300	D	\$ 72.85 16,100	D
Class A Common	07/11/2005	S	100	D	\$ 72.87 16,000	D
Class A Common	07/11/2005	S	300	D	\$ 72.88 15,700	D
Class A Common	07/11/2005	S	100	D	\$ 72.9 15,600	D
Class A Common	07/11/2005	S	300	D	\$ 72.95 15,300	D
Class A Common	07/11/2005	S	600	D	\$ 72.96 14,700	D
Class A Common	07/11/2005	S	100	D	\$ 73 14,600	D
Class A Common	07/11/2005	S	800	D	\$ 73.05 13,800	D
Class A Common	07/11/2005	S	100	D	\$ 73.06 13,700	D
Class A Common	07/11/2005	S	800	D	\$ 73.08 12,900	D
Class A Common	07/11/2005	S	300	D	\$ 73.1 12,600	D
Class A Common	07/11/2005	S	300	D	\$ 73.11 12,300	D
Class A Common	07/11/2005	S	1,200	D	\$ 73.12 11,100	D
Class A Common	07/11/2005	S	1,000	D	\$ 73.15 10,100	D
Class A Common	07/11/2005	S	200	D	\$ 73.17 9,900	D
Class A Common	07/11/2005	S	200	D	\$ 73.18 9,700	D
Class A Common	07/11/2005	S	300	D	\$ 73.24 9,400	D
	07/11/2005	S	2,700	D	\$ 73.25 6,700	D

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Class A Common							
Class A Common	07/11/2005	S	200	D	\$ 73.27	6,500	D
Class A Common	07/11/2005	S	800	D	\$ 73.28	5,700	D
Class A Common	07/11/2005	S	1,800	D	\$ 73.29	3,900	D
Class A Common	07/11/2005	S	700	D	\$ 73.3	3,200	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
1999 Stock Option Grant (right to buy)	\$ 14.917	07/11/2005		M	7,500	04/07/2001(1)	04/07/2009	Class A Common	7,500
2001 Stock Option Grant (right to buy)	\$ 28.533	07/11/2005		M	10,800	03/08/2003(2)	03/08/2011	Class A Common	10,800
2003 Stock Option Grant	\$ 31					03/17/2005(3)	03/17/2013	Class A Common	10,800

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(right to buy) 2005 Stock Option \$ 63.5 (4) Grant (right to

buy)

04/06/2007⁽⁴⁾ 04/06/2015

Class A

5,400

Common

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Director Other

COWEN SCOTT S 218 GIBSON HALL, TULANE UNIVERSITY 6823 ST. CHARLES AVENUE NEW ORLEANS, LA 70118



Signatures

Geralyn M. Presti, Attorney-In-Fact for Scott S. Cowen

07/13/2005

**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).
- 1999 Stock Option Grant 25% exercisable 4/07/2001; 25% exercisable 4/07/2002; and 50% exercisable 4/07/2003. Cashless exercise of **(1)** stock options.
- 2001 Stock Option Grant 25% exercisable 3/08/2003; 25% exercisable 3/08/2004; and 50% exercisable 3/08/2005. Cashless exercise of **(2)** stock options.
- (3) 2003 Stock Option Grant 25% exercisable 3/17/2005; 25% exercisable 3/17/2006; and 50% exercisable 3/17/2007.
- 2005 Stock Option Grant 25% exercisable 4/06/2007; 25% exercisable 4/06/2008; and 50% exercisable 4/06/2009. Exerise price is being corrected it was erroneously reported as \$60.50 and should have been \$63.50.

Remarks:

Cashless exercise of 1999 and 2001 Stock Option Grants for total of 18,300 shares. Reporting of sales required two separate f 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.

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