

FOREST CITY ENTERPRISES INC
 Form 4
 January 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 COWEN SCOTT S

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)

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

218 GIBSON HALL, TULANE UNIVERSITY, 6823 ST. CHARLES AVENUE

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

NEW ORLEANS, LA 70118

(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 or Disposed of (A) or (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)	Price		
				Code	V	Amount	
Class A Common Stock	12/18/2012		G	V	1,585	D	\$ 0 14,606 D ⁽¹⁾
Class A Common Stock	01/10/2013		M		21,600	A	\$ 15.5 36,206 D ⁽¹⁾
Class A Common Stock	01/10/2013		S		21,600	D	\$ 17 14,606 D ⁽¹⁾

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Class A Common Stock	1,678	D <u>(2)</u>
Class A Common Stock	3,762	D <u>(3)</u>
Class A Common Stock	6,784	D <u>(4)</u>

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

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SEC 1474
(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)	Amount or Number of Shares
2003 Stock Option Grant (right to buy)	\$ 15.5	01/10/2013		M	21,600	03/17/2005 ⁽⁵⁾ 03/17/2013	Class A Common	21,600
2005 Stock Option Grant (right to buy)	\$ 31.75					04/06/2007 ⁽⁶⁾ 04/06/2015	Class A Common	10,800
2006 Stock Option Grant (right to buy)	\$ 46.37					04/04/2008 ⁽⁷⁾ 04/04/2016	Class A Common	10,800

2007 Stock Option Grant (right to buy)	\$ 65.35	03/29/2009 ⁽⁸⁾	03/29/2017	Class A Common	10,800
2009 Stock Option Grant (right to buy)	\$ 7.8	04/21/2010	04/21/2019	Class A Common	10,960

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COWEN SCOTT S 218 GIBSON HALL, TULANE UNIVERSITY 6823 ST. CHARLES AVENUE NEW ORLEANS, LA 70118	X			

Signatures

Geralyn M. Presti, Attorney-In-Fact for Scott S. Cowen	01/14/2013
**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) Shares are held in street account. Adjusting total to reflect correct number of shares, 30 shares were erroneously added due to a typographical error in a previous report.
 - (2) 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 moved to brokerage account. See footnote #1.
 - (3) 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. 1,881 shares vested on 4/13/2012 and were moved to brokerage account. See footnote #1.
 - (4) 2012 Restricted Stock Grant - 33.33% vest on 4/11/2013; 33.33% vest on 4/11/2014; and 33.33% vest on 4/11/2015.
 - (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.
 - (7) 2006 Stock Option Grant - 25% exercisable on 4/04/2008; 25% exercisable on 4/04/2009; and 50% exercisable on 4/04/2010.
 - (8) 2007 Stock Option Grant - 25% exercisable on 3/29/2009; 25% exercisable on 3/29/2010; and 50% exercisable on 3/29/2011.
 - (9) 2009 Stock Option Grant - 33.33% exercisable 4/21/2010; 33.33% exercisable 4/21/2011; and 33.33% exercisable 4/21/2012.

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.