

FOREST CITY ENTERPRISES INC
Form 4
January 20, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESPOSITO MICHAEL P JR

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)
1221 AVENUE OF THE AMERICAS
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2005

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

NEW YORK, NY 10020-1001

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

(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 (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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Class A Common	01/18/2005		A ⁽¹⁾	V 5.289 A \$ 56.71	1,505.013	D	⁽¹⁾
Class A Common	01/18/2005		A ⁽¹⁾	V 1.855 A \$ 58.46	544.054	D	⁽²⁾
Class A Common Stock					25,500	D	⁽³⁾
Class A Common Stock					12,450	D	⁽⁴⁾

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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 of Number of Shares
2001 Stock Option Grant (right to buy)	\$ 28.533					03/08/2003 ⁽⁵⁾ 03/08/2011	Class A Common	10,800
2003 Stock Option Grant (right to buy)	\$ 31					03/17/2005 ⁽⁶⁾ 03/17/2013	Class A Common	10,800
Phantom Stock	\$ 0 ⁽⁹⁾					08/08/1988 ⁽⁷⁾ 08/08/1988 ⁽⁸⁾	Class A Common	2,624.3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESPOSITO MICHAEL P JR 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020-1001	X			

Signatures

Geralyn M. Presti, Attorney-In-Fact for Michael P.
Esposito, Jr.

01/20/2005

__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).
- (1) Held in a Dividend Reinvestment Account (DRIP). Received dividend; updated to reflect current holdings.
- (2) Shares which were acquired under the Forest City Enterprises, Inc. Employee Stock Purchase Plan. Updated to add dividend reinvestment.
- (3) Held Direct - in Mr. Esposito's name in an account at Smith Barney, Paramus, NJ. Updating to show total holdings.
- (4) Held in an account at Smith Barney - Sarasota, FL. Updating to show total holdings.
- (5) 2001 Stock Option Grant - Exercise Price \$28.533 - 25% exercisable 3/08/2003; 25% exercisable 3/08/2004; 50% exercisable 3/08/2005 - Class A Common Stock - Total shares 10,800 - Held Direct.
- (6) 2003 Stock Option Grant: 25% exercisable 3/17/2005; 25% exercisable 3/17/2006; 50% exercisable 3/17/2007.
- (7) Exercisable at retirement, termination, death or disability.
- (8) No present expiration date
- (9) Phantom Stock - 1-for-1 - Deferred compensation plan contributing \$3,125 after each board of director's meeting.

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.