Edgar Filing: FOREST CITY ENTERPRISES INC - Form 4

FOREST CITY ENTERPRISES INC Form 4 September 18, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ESPOSITO MICHAEL P JR Issuer Symbol FOREST CITY ENTERPRISES INC (Check all applicable) [FCEA/FCEB] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 1221 AVENUE OF THE 09/15/2008 AMERICAS (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10020-1001 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1.Title of 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A S D (1) 09/15/2008 09/18/2008 A 8.234 Α 3,086.255 Common 29.905 Class A Common D (2) 83,400 Stock Class A Common D⁽³⁾ 24.900 Stock Class A I See 1,100 Common footnote

Edgar Filing: FOREST CITY ENTERPRISES INC - Form 4

(4)

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

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

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		-	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
2003 Stock Option Grant (right to buy)	\$ 15.5					03/17/2005 <u>(5)</u>	03/17/2013	Class A Common	10,80
2005 Stock Option Grant (right to buy)	\$ 31.75					04/06/2007 <u>(6)</u>	04/06/2015	Class A Common	10,8
2006 Stock Option Grant (right to buy)	\$ 46.37					04/04/2008 <u>(7)</u>	04/04/2016	Class A Common	10,80
2007 Stock Option Grant (right to buy)	\$ 65.35					03/29/2009 <u>(8)</u>	03/29/2017	Class A Common	10,80
	\$ 37.68					04/07/2009(8)	04/07/2018		10,6

Edgar Filing: FOREST CITY ENTERPRISES INC - Form 4

2008 Stock Option Grant (right to buy)				Class A Common	
Phantom Stock	\$ 0	08/08/1988 <u>(10)</u>	08/08/1988(11)	Class A Common	7,081.

Reporting Owners

Reporting Owner Name / Address			Relationsl			
		Director	10% Owner	Officer	Other	
122	POSITO MICHAEL P JR 1 AVENUE OF THE AMERICAS W YORK, NY 10020-1001	X				
Siç	gnatures					
Geralyn M. Presti, Attorney-In-Fact for Michael P. Esposito, Jr.		Р.		09/18/2008		
	**Signature of Reporting Perso	n			Date	
Ex	planation of Respor	ises:				
*	If the form is filed by more than one reporting person, <i>see</i> 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).				

- (2) Held Direct in Mr. Esposito's name in an account at Smith Barney, Paramus, NJ.
- (3) Held in an account at Smith Barney Sarasota, FL.
- (4) Shares are held by Sag Pond Partners Mr. Esposito retains sole investment control.
- (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 4/04/2008; 25% exercisable 4/04/2009; and 50% exercisable 4/04/2010.
- (8) 2007 Stock Option Grant 25% exercisable 3/29/2009; 25% exercisable 3/29/2010; and 50% exercisable 3/29/2011.
- (9) 2008 Stock Option Grant 33% exercisable 4/07/2009; 33% exercisable 4/07/2010; and 34% exercisable 4/07/2011.
- (10) Exercisable at retirement, termination, death or disability.
- (11) No present expiration date
- (12) Phantom Stock 1-for-1 Deferred compensation plan contributions. Contributing \$6,250 after each board of director's meeting; updated to reflect current holdings.

Remarks:

Sept. 18, 2008 is the deemed executiion, it is the date on which the Plan Administrator notified the reporting person.

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.