

FOREST CITY ENTERPRISES INC  
 Form 4  
 January 05, 2010

**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)  
 12/31/2009

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common					3,131.725	D	(1)
Class A Common Stock					83,400	D	(2)
Class A Common Stock					24,900	D	(3)
Class A Common					1,100	I	See footnote

Edgar Filing: FOREST CITY ENTERPRISES INC - Form 4

Stock								<u>(4)</u>
Class A Common Stock	12/31/2009		M	8,377.019	A	\$ 0 <u>(13)</u>	8,377.019	D <u>(3)</u>
Class A Common Stock	12/31/2009		D	8,377.019	D	\$ 11.78	0	D <u>(3)</u>

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.**

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
2003 Stock Option Grant (right to buy)	\$ 15.5					03/17/2005 <sup>(5)</sup>	03/17/2013	Class A Common
2005 Stock Option Grant (right to buy)	\$ 31.75					04/06/2007 <sup>(6)</sup>	04/06/2015	Class A Common
2006 Stock Option Grant (right to buy)	\$ 46.37					04/04/2008 <sup>(7)</sup>	04/04/2016	Class A Common
2007 Stock Option Grant	\$ 65.35					03/29/2009 <sup>(8)</sup>	03/29/2017	Class A Common



Edgar Filing: FOREST CITY ENTERPRISES INC - Form 4

- (11) Exercisable at retirement, termination, death or disability.
- (12) No present expiration date
- (13) Phantom Stock - 1-for-1 - Deferred Compensation Plan contributions. Dec. 31, 2009 - Phantom Stock was converted to the Plan's cash investment.

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.