

FOREST CITY ENTERPRISES INC
 Form 4
 March 30, 2015

FORM 4

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

OMB APPROVAL

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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 *
 BACON KENNETH J

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)
 540 WISCONSIN AVENUE, SUITE 410
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/26/2015

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

CHEVY CHASE, MD 20815

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock						2,166	D ⁽¹⁾
Class A Common Stock						1,893	D ⁽²⁾
Class A Common Stock	03/26/2015		A	2,233	A	\$ 0 2,233	D ⁽³⁾
Class A						9,682	D ⁽⁴⁾

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Common
Stock

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

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(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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2013 Stock Option Grant (right to buy)	\$ 17.6					04/08/2014 ⁽⁵⁾	04/08/2023	Class A Common	4,557
2014 Stock Option Grant (right to buy)	\$ 18.73					03/28/2015 ⁽⁶⁾	03/28/2024	Class A Common	2,371
2015 Stock Option Grant (right to buy)	\$ 24.62	03/26/2015		A	7,060	03/26/2016 ⁽⁷⁾	03/26/2025	Class A Common	7,060

Reporting Owners

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

BACON KENNETH J
540 WISCONSIN AVENUE
SUITE 410 X
CHEVY CHASE, MD 20815

Signatures

Geralyn M. Presti, Attorney-In-Fact for Kenneth J. Bacon 03/30/2015

__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) 2012 Restricted Stock Grant - 33.33% vest on 12/03/2013; 33.33% vest on 12/03/2014; and 33.33% vest on 12/03/2015. 2,165 shares vested 12/03/2014 and were transferred to direct reigstration account. See footnote #4.
- (2) 2013 Restricted Stock Grant - 33.33% vest on 4/08/2014; 33.33% vest on 4/08/2015; and 33.33% vest on 4/08/2016. 947 shares vested 4/08/2014 and were transferred to direct reigstration account. See footnote #4.
- (3) 2015 Restricted Stock Grant - 100% vest on 3/26/2016.
- (4) Shares are held by transfer agent in a direct registration account. 947 shares vested 4/08/2014; 2,165 shares vested 12/03/2014 and 4,404 shares vested 3/28/2015; all vested shares were transferred to this account.
- (5) 2013 Stock Option Grant - 33.33% exercisable 4/08/2014; 33.33% exercisable 4/08/2015; and 33.33% exercisable 4/08/2016.
- (6) 2014 Stock Option Grant - 100% exercisable 3/28/2015;
- (7) 2015 Stock Option Grant - 100% exercisable 3/26/2016.

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.