

Anton Arthur F  
Form 4  
April 15, 2011

**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 \*  
Anton Arthur F

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)  
29500 SOLON ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/13/2011

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

SOLON, OH 44139  
(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						2,531	D <sup>(1)</sup>
Class A Common Stock	04/13/2011		A	2,821	A	\$ 0 2,821	D <sup>(2)</sup>
Class A Common Stock						3,000	D

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 (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
2010 Stock Option Grant (right to buy)	\$ 15.8					12/13/2011 <sup>(3)</sup> 12/13/2020	Class A Common	4,038
2011 Stock Option Grant (right to buy)	\$ 17.72	04/13/2011		A	4,463	04/13/2012 <sup>(4)</sup> 04/13/2021	Class A Common	4,463

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anton Arthur F 29500 SOLON ROAD SOLON, OH 44139	X			

## Signatures

Geralyn M. Presti, Attorney-In-Fact for Arthur F. Anton 04/15/2011

\_\_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) 2010 Restricted Stock Grant - 33.33% vest on 12/13/2011; 33.33% vest on 12/13/2012; and 33.33% vest on 12/13/2013.

(2) 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.

(3) 2010 Stock Option Grant - 33.33% exercisable 12/13/2011; 33.33% exercisable 12/13/2012; and 33.33% exercisable 12/13/2013.

(4) 2011 Stock Option Grant - 33.33% exercisable 4/13/2012; 33.33% exercisable 4/13/2013; and 33.33% exercisable 4/13/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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