

FOREST CITY ENTERPRISES INC  
 Form 3/A  
 November 28, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Ratner Bruce C		(Month/Day/Year)	FOREST CITY ENTERPRISES INC [FCEA/FCB]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/09/2006		11/13/2006
ONE METRO TECH CENTER NORTH			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
BROOKLYN,Â NYÂ 11201			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	Executive Vice President	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of Shares		

(Instr. 5)

Class	Issuance Date	Expiration Date	Class	Shares	Par Value	Conversion	Notes
Class A Common Units	11/08/2007	08/08/1988 <sup>(4)</sup>	Class A Common Stock	183,610	\$ 0 <sup>(1)</sup>	D <sup>(1)</sup>	Â
Class A Common Units	11/08/2007	08/08/1988 <sup>(4)</sup>	Class A Common Stock	843,299	\$ 0 <sup>(1)</sup>	I <sup>(1)</sup>	See footnote <sup>(1)</sup> <sup>(2)</sup>
Class A Common Units	11/08/2007	08/08/1988 <sup>(4)</sup>	Class A Common Stock	428,160	\$ 0 <sup>(1)</sup>	I <sup>(1)</sup>	See footnote <sup>(1)</sup> <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ratner Bruce C ONE METRO TECH CENTER NORTH BROOKLYN, NY 11201	Â	Â	Â Executive Vice President	Â

## Signatures

Geralyn M. Presti, Attorney-In-Fact for Bruce C. Ratner  
 11/28/2006  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Class A Common Units of Forest City Master Associates III, LLC (a subsidiary of Forest City Enterprises, Inc.) are convertible into Forest City Enterprises, Inc. Class A Common Stock on an equal number basis or cash at the discretion of Forest City Enterprises, Inc.
- (2) Units are held indirectly through an entity (LLC, Trust etc.)
- (3) Held in a trust that Bruce Ratner is a trustee. Bruce Ratner disclaims any beneficial interest.
- (4) There is no expiration date.

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**Remarks:**  
 Subject to certain exceptions, the Class A Common Units are generally not convertible until November 2008.

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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