Ratner Bruce C Form 4 April 07, 2009

### FORM 4

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

OMB Number:

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**OMB APPROVAL** 

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Ratner Bruce C			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			FOREST CITY ENTERPRISES INC [FCEA/FCEB]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify		
ONE METRO TECH CENTER NORTH			04/06/2009	below) below) Executive Vice President		
(Street) BROOKLYN, NY 11201			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 Person		
(City)	(State)	(Zin)				

(City)	(State)	Zip) Table	I - Non-D	erivative S	Securi	ities Acc	quired, Disposed (	of, or Beneficial	ly 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)	(D) (Instr. 3,	ispose	d of 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 Beneficial Ownership (Instr. 4)
Class A Common	04/06/2009		Code V P	Amount 5,000	A	Price \$ 5.47	5,000	D (1)	
Class A Common	04/06/2009		P	5,000	A	\$ 5.46	10,000	D (1)	
Class A Common	04/06/2009		P	2,325	A	\$ 5.55	12,325	D (1)	
Class A Common	04/06/2009		P	2,675	A	\$ 5.68	15,000	D (1)	

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)	4. Transactic Code (Instr. 8)	5. DenNumber 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 Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Units	\$ 0 (2)				11/08/2007	08/08/1988(5)	Class A Common Stock	183,610
Class A Common Units	\$ 0 (2)				11/08/2007	08/08/1988(5)	Class A Common Stock	798,842
Class A Common Units	\$ 0 (2)				11/08/2007	08/08/1988(5)	Class A Common Stock	428,160

## **Reporting Owners**

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

Ratner Bruce C

ONE METRO TECH CENTER NORTH X Executive Vice President

BROOKLYN, NY 11201

### **Signatures**

Geralyn M. Presti, Attorney-In-Fact for Bruce C.
Ratner
04/07/2009

\*\*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).

Reporting Owners 2

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- (1) Share are held in a street account with Merrill Lynch.
- (2) 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 a equal number basis or cash at the discretion of Forest City Enterprises, Inc.
- (3) Units are held indirectly through an entity (LLC, Trust etc.)
- (4) Held in a trust that Bruce Ratner is a trustee. Bruce Ratner disclaims any beneficial interest.
- (5) There is no expiration date.

#### **Remarks:**

Subject to certain exceptions, the Class A Common Units were generally not convertible until November 8, 2007. Mr. Ratner 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.