

FOREST CITY ENTERPRISES INC  
 Form 4  
 September 03, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Ratner Bruce C

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)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/01/2015

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

ONE METRO TECH CENTER  
 NORTH

(Street)

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

BROOKLYN, NY 11201

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common					22,500	D <sup>(1)</sup>	
Class A Common					15,000	I	See footnote <sup>(2)</sup>

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

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SEC 1474 (9-02)

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**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 Amount of Underlying Securities (Instr. 3 and 4)
Class A Common Units	\$ 0 <sup>(3)</sup>					11/08/2007 08/08/1988 <sup>(6)</sup>	Class A Common Stock 183,6
Class A Common Units	\$ 23.17 <sup>(3)</sup>	09/01/2015		J <sup>(4)</sup>	52,873	11/08/2007 08/08/1988 <sup>(6)</sup>	Class A Common Stock 716,8

## Reporting Owners

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

## Signatures

Geralyn M. Presti, Attorney-In-Fact for Bruce C. Ratner  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

09/03/2015  
 \_\_\_\_\_  
 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) Share are held in a street account with Merrill Lynch.
- (2) Shares are held in a street account with Chase for the benefit of stepson Michael Carajohn, Bruce Ratner's spouse Pamela R. Lipkin is account custodian.
- (3) 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.
- (4) Represents 52,873 Class A Common Units that were held indirectly by Bruce C. Ratner through five entities and distributed to redeem two partners' interests in such entities.
- (5) Units are held indirectly through an entity (LLC, Trust etc.).
- (6) There is no expiration date.

### Remarks:

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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.

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