

FOREST CITY ENTERPRISES INC
 Form 4
 April 16, 2014

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 *
 Obert Charles D

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)
 50 PUBLIC SQUARE, SUITE 1100
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/14/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP, Chief Acct Officer

CLEVELAND, OH 44113

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

(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 Stock	04/14/2014		F	986	D	\$ 18.52	0	D ⁽¹⁾
Class A Common Stock							3,000	D ⁽²⁾
Class A Common Stock							5,829	D ⁽³⁾
Class A Common Stock							6,664	D ⁽⁴⁾

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Stock				
Class A Common Stock		6,940	D ⁽⁵⁾	
Class A Common Stock		10,854	D ⁽⁶⁾	
Class A Common Stock		520.5396	I	401k Plan <u>(7)</u>

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 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 Security (Instr. 3 and 4)
						Date Exercisable Expiration Date	Title
				Code	V (A) (D)		
2006 Stock Option Grant (right to buy)	\$ 46.37					04/04/2008 ⁽⁸⁾ 04/04/2016	Class A Common Stock
2007 Stock Option Grant (right to buy)	\$ 65.35					03/29/2009 ⁽⁹⁾ 03/29/2017	Class A Common Stock
2010 Stock Option Grant (right to buy)	\$ 15.89					04/14/2012 ⁽¹⁰⁾ 04/14/2020	Class A Common Stock
2011 Stock Option Grant (right to buy)	\$ 17.72					04/13/2013 ⁽¹¹⁾ 04/13/2021	Class A Common Stock

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shares earned could range from 0 to 200% of the number of Performance Shares granted. Fair market value on date of grant is \$18.73 per share. There is no fixed expiration date.

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