#### FOREST CITY ENTERPRISES INC

Form 4 April 16, 2014

Common

**OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Obert Charles D Issuer Symbol FOREST CITY ENTERPRISES INC (Check all applicable) [FCEA/FCEB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 50 PUBLIC SQUARE, SUITE 1100 04/14/2014 Sr VP, Chief Acct Officer (Street) 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 CLEVELAND, OH 44113 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A F D Common  $\mathbf{D}^{(1)}$ 04/14/2014 986 18.52 Stock Class A Common 3,000  $D^{(2)}$ Stock Class A Common 5,829  $D^{(3)}$ Stock Class A  $D^{(4)}$ 6,664

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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

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
2006 Stock Option Grant (right to buy)	\$ 46.37					04/04/2008(8)	04/04/2016	Class A Common Stock	3,
2007 Stock Option Grant (right to buy)	\$ 65.35					03/29/2009(9)	03/29/2017	Class A Common Stock	5,
2010 Stock Option Grant (right to buy)	\$ 15.89					04/14/2012(10)	04/14/2020	Class A Common Stock	4,
2011 Stock Option Grant (right to buy)	\$ 17.72					04/13/2013(11)	04/13/2021	Class A Common Stock	4,

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2012 Performance Shares	\$ 0	12/31/2015	08/08/1988(12)	Class A Common	4,
2013 Performance Shares	\$ 0	12/31/2016	08/08/1988(13)	Class A Common	3,
2014 Performance Shares	\$ 0	12/31/2017	08/08/1988	Class A Common	4,

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Obert Charles D

50 PUBLIC SQUARE, SUITE 1100 Sr VP, Chief Acct Officer

CLEVELAND, OH 44113

# **Signatures**

Geralyn M. Presti, Attorney-In-Fact for Charles D.
Obert

04/16/2014

\*\*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 25% vest on 4/14/2012; 25% vest on 4/14/2013; and 50% vest on 4/14/2014.
- (2) 2011 Restricted Stock Grant 25% vest on 4/13/2013; 25% vest on 4/13/2014; and 50% vest on 4/13/2015.
- (3) 2012 Restricted Stock Grant 25% vest on 4/11/2014; 25% vest on 4/11/2015; and 50% vest on 4/11/2016.
- (4) 2013 Restricted Stock Grant 25% vest on 4/08/2015; 25% vest on 4/08/2016; and 50% vest on 4/08/2017.
- (5) 2014 Restricted Stock Grant 0% vest on 3/28/2015; 25% vest on 3/28/2016; 25% vest on 3/28/2017; and 50% vest on 3/28/2018.
- (6) Shares are held by transfer agent in a direct registration account. Of the 3,000 shares that vested 4/14/2014; 2,014 were transferred to this account.
- (7) FCE's 401k Plan account, shares are held indirect.
- (8) 2006 Stock Option Grant 25% exercisable 4/04/2008; 25% exercisable 4/04/2009; and 50% exercisable 4/04/2010.
- (9) 2007 Stock Option Grant 25% exercisable 3/29/2009; 25% exercisable 3/29/2010; and 50% exercisable 3/29/2011.
- (10) 2010 Stock Option Grant 25% exercisable 4/14/2012; 25% exercisable 4/14/2013; and 50% exercisable 4/14/2014. Adjusting shares to reflect the correct number as reported in the Form 3, error was made in the first Form 4 filing and carried through subsequent filings.
- (11) 2011 Stock Option Grant 25% exercisable 4/13/2013; 25% exercisable 4/13/2014; and 50% exercisable 4/13/2015.
- Performance Shares Award granted 4/11/2012 performance period is from February 1, 2012 to December 31, 2015. Awards will be available to the grantee at the end of the performance period provided that certain performance criteria are met. The actual number of shares earned could range from 0 to 200% of the number of Performance Shares granted. Fair market value on date of grant is \$14.74 per share. There is no fixed expiration date.
- (13) Performance Shares Award granted 3/28/2014 performance period is from January 1, 2014 to December 31, 2017. Awards will be available to the grantee at the end of the performance period provided that certain performance criteria are met. The actual number of

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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.

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.