

Passen Andrew J
Form 4
April 13, 2012

FORM 4

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

OMB APPROVAL

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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 *
Passen Andrew J

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)
04/11/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP - Human Resources

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) Code V Amount (D) Price			
Class A Common Stock					1,237	D <u>(1)</u>	
Class A Common Stock					7,133	D <u>(2)</u>	
Class A Common Stock					4,644	D <u>(3)</u>	
Class A Common					5,756	D <u>(4)</u>	

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Stock

Class A
Common Stock 04/11/2012 A 7,919 A \$ 0 7,919 D ⁽⁵⁾

Class A
Common Stock 18,911 D ⁽⁶⁾

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

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.

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
2006 Stock Option Grant (right to buy)	\$ 46.37					04/04/2008 ⁽⁷⁾	04/04/2016	Class A Common
2007 Stock Option Grant (right to buy)	\$ 65.35					03/29/2009 ⁽⁸⁾	03/29/2017	Class A Common
2008 Stock Option Grant (right to buy)	\$ 36.38					06/18/2010 ⁽⁹⁾	06/18/2018	Class A Common
2009 Stock Option Grant (right to buy)	\$ 7.8					04/21/2011 ⁽¹⁰⁾	04/21/2019	Class A Common
2010 Stock Option Grant (right to buy)	\$ 15.89					04/14/2012 ⁽¹¹⁾	04/14/2020	Class A Common
2011 Stock Option Grant (right to buy)	\$ 17.72					04/13/2013 ⁽¹²⁾	04/13/2021	Class A Common

