Passen Andrew J Form 4 April 13, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Passen Andrew J			2. Issuer Name and 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	Director 10% Owner			
50 PUBLIC SQUARE, SUITE 1100			(Month/Day/Year) 04/11/2012	_X_ Officer (give title Other (specify below) Exec VP - Human Resources			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CLEVELAND, OH 44113			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securities A	equired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) or 1 of (D) 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock			Code v	Amount	(D) FIRE	1,237	D (1)	
Class A Common Stock						7,133	D (2)	
Class A Common Stock						4,644	D (3)	
Class A Common						5,756	D (4)	

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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.

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	Securities	Date		7. Title and A Underlying S (Instr. 3 and 4
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title
\$ 46.37					04/04/2008(7)	04/04/2016	Class A Common
\$ 65.35					03/29/2009(8)	03/29/2017	Class A Common
\$ 36.38					06/18/2010(9)	06/18/2018	Class A Common
\$ 7.8					04/21/2011(10)	04/21/2019	Class A Common
\$ 15.89					04/14/2012(11)	04/14/2020	Class A Common
\$ 17.72					04/13/2013(12)	04/13/2021	Class A Common
	Conversion or Exercise Price of Derivative Security \$ 46.37 \$ 65.35 \$ 36.38 \$ 7.8	Conversion or Exercise Price of Derivative Security \$ 46.37 \$ 65.35 \$ 36.38 \$ 7.8 \$ 15.89	Conversion or Exercise Price of Derivative Security \$ 46.37 \$ 65.35 \$ 7.8 \$ 15.89	Conversion or Exercise Price of Derivative Security Code V \$ 46.37 \$ 65.35 \$ 7.8 \$ 15.89	Conversion or Exercise Price of Derivative Security Security Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) \$ 46.37 \$ 65.35 \$ 36.38	Conversion or Exercise Price of Derivative Security Code Securities (Month/Day/Year) Code Code	Conversion or Exercise Price of Detrivative Security

2012

Performance \$0 04/11/2012 A 7,919 12/31/2015 08/08/1988(13) Class A Common

Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Passen Andrew J 50 PUBLIC SQUARE, SUITE 1100 CLEVELAND, OH 44113

Exec VP - Human Resources

Signatures

Geralyn M. Presti, Attorney-In-Fact for Andrew J. Passen

04/13/2012

**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) 2008 Restricted Stock Grant 25% vest on 6/18/2010; 25% vest on 6/18/2011; and 50% vest on 6/18/2012.
- (2) 2009 Restricted Stock Grant 25% vest on 4/21/2011; 25% vest on 4/21/2012; and 50% vest on 4/21/2013.
- (3) 2010 Restricted Stock Grant 25% vest on 4/14/2012; 25% vest on 4/14/2013; and 50% vest on 4/14/2014.
- (4) 2011 Restricted Stock Grant 25% vest on 4/13/2013; 25% vest on 4/13/2014; and 50% vest on 4/13/2015.
- (5) 2012 Restricted Stock Grant 25% vest on 4/11/2014; 25% vest on 4/11/2015; and 50% vest on 4/11/2016.
- (6) Shares are held in street account with Wells Fargo.
- (7) 2006 Stock Option Grant 25% exercisable 4/04/2008; 25% exercisable 4/04/2009; and 50% exercisable 4/04/2010.
- (8) 2007 Stock Option Grant 25% exercisable 3/29/2009; 25% exercisable 3/29/2010; and 50% exercisable 3/29/2011.
- (9) 2008 Stock Option Grant 25% exercisable 6/18/2010; 25% exercisable 6/18/2011; and 50% exercisable 6/18/2012.
- (10) 2009 Stock Option Grant 25% exercisable 4/21/2011; 25% exercisable 4/21/2012; and 50% exercisable 4/21/2013.
- (11) 2010 Stock Option Grant 25% exercisable 4/14/2012; 25% exercisable 4/14/2013; and 50% exercisable 4/14/2014.
- (12) 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.

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.

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