

Passen Andrew J  
Form 4  
April 24, 2013

**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 \*  
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)  
04/21/2013

\_\_\_\_ 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)  | Price   |  |                                   |
| Class A Common Stock            | 04/21/2013                           |  | F                              | 1,563   | D \$ 17.22  | 0  | D <sup>(1)</sup>                  |
| Class A Common Stock            |                                      |  |                                |   |   | 2,322  | D <sup>(2)</sup>                  |
| Class A Common Stock            |                                      |  |                                |   |   | 4,317  | D <sup>(3)</sup>                  |
| Class A Common Stock            |                                      |  |                                |   |   | 7,919  | D <sup>(4)</sup>                  |

Stock

Class A  
Common  
Stock

6,632 D <sup>(5)</sup>

Class A  
Common  
Stock

27,063 D <sup>(6)</sup>

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) |                |                |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title          | Am or Num of S |
| 2006 Stock Option Grant (right to buy)     | \$ 46.37   |                                      |  |                                |   | 04/04/2008 <sup>(7)</sup>                                | 04/04/2016  | Class A Common | 17             |
| 2007 Stock Option Grant (right to buy)     | \$ 65.35   |                                      |  |                                |   | 03/29/2009 <sup>(8)</sup>                                | 03/29/2017  | Class A Common | 17             |
| 2008 Stock Option Grant (right to buy)     | \$ 36.38   |                                      |  |                                |   | 06/18/2010 <sup>(9)</sup>                                | 06/18/2018  | Class A Common | 8,             |
| 2009 Stock Option Grant (right to buy)     | \$ 7.8   |                                      |  |                                |   | 04/21/2011 <sup>(10)</sup>                               | 04/21/2019  | Class A Common | 4,             |
| 2010 Stock Option Grant (right to buy)     | \$ 15.89   |                                      |  |                                |   | 04/14/2012 <sup>(11)</sup>                               | 04/14/2020  | Class A Common | 7,             |
|  | \$ 17.72   |                                      |  |                                |   | 04/13/2013 <sup>(12)</sup>                               | 04/13/2021  |                | 9,             |



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Performance Shares Award - granted 4/08/2013 - performance period is from February 1, 2013 to December 31, 2016. 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 \$17.60 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.

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