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FOREST Cl Form 4 April 15, 20	ITY ENTERP	RISES INC								
FORM	ЛЛ								OMB AF	PPROVAL
	UNIII	ED STATES		ATTIES A			NGE C	COMMISSION	OMB Number:	3235-0287
Check th if no lon	aar								Expires:	January 31, 2005
subject t Section Form 4 Form 5 obligation may con	Section 10 Public Ut	F CHANGES IN BENEFICIAL OWNED SECURITIES Section 16(a) of the Securities Exchange Ad Public Utility Holding Company Act of 192 of the Investment Company Act of 1940					Estimated average burden hours per response 0.			
See Instr 1(b).	luction					.,				
(Print or Type	Responses)									
			2. Issuer Name and Ticker or Trading Symbol FOREST CITY ENTERPRISES INC				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			[FCEA/FCEB]							
, , ,	(Last) (First) (Middle) 3. Date of (Month/Da 50 PUBLIC SQUARE, SUITE 1100 04/11/20				ansaction			Director 10% Owner X_ Officer (give title Other (specify below) Exec VP - Human Resources		
	(Street)			ndment, Da th/Day/Year	-	1		6. Individual or Jo Applicable Line) _X_Form filed by C	One Reporting Pe	rson
CLEVELA	ND, OH 4411	3						Form filed by M Person	lore than One Re	porting
(City)	(State)	(Zip)	Tabl	e I - Non-E) erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	4. Securi on(A) or D (Instr. 3, Amount	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Class A Common Stock								2,322	D <u>(1)</u>	
Class A Common Stock	04/13/2014			F	460	D	\$ 18.46	2,878	D (2)	
Class A Common Stock	04/11/2014			F	671	D	\$ 18.46	5,940	D <u>(3)</u>	
Class A Common								6,632	D <u>(4)</u>	

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Stock		
Class A Common Stock	6,232	D <u>(5)</u>
Class A Common Stock	29,350	D <u>(6)</u>

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.

 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. Transacti Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		-	7. Title and Underlying (Instr. 3 and	Secur
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
2006 Stock Option Grant (right to buy)	\$ 46.37					04/04/2008(7)	04/04/2016	Class A Common	17
2007 Stock Option Grant (right to buy)	\$ 65.35					03/29/2009(8)	03/29/2017	Class A Common	17
2008 Stock Option Grant (right to buy)	\$ 36.38					06/18/2010(9)	06/18/2018	Class A Common	8,
2009 Stock Option Grant (right to buy)	\$ 7.8					04/21/2011(10)	04/21/2019	Class A Common	4,
2010 Stock Option Grant (right to buy)	\$ 15.89					04/14/2012(11)	04/14/2020	Class A Common	7,
	\$ 17.72					04/13/2013(12)	04/13/2021		9,

2011 Stock Option Grant (right to buy)				Class A Common	
2012 Performance Shares	\$ 0	12/31/2015	08/08/1988(13)	Class A Common	7,
2013 Performance Shares	\$ 0	12/31/2016	08/08/1988(14)	Class A Common	6,
2014 Performance Shares	\$ 0	12/31/2017	08/08/1988(15)	Class A Common	6,

Reporting Owners

Reporting Owner Name / Address				
	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 fo Passen	04/15/2014			
** 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 in street account with Securities America. Of the 1,979 shares that vested 4/11/2014; 1,308 were transferred to this account. Of the 1,439 shares that vested 4/13/2014; 979 were transferred to this account.
- (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.

(13)

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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.

(14) 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.

(15) 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 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.

Remarks:

Amended filing to correct grant date of the Performance shares. Original filing reported grant date as 3/31/2014 when it was 3

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.