FOREST CITY ENTERPRISES INC

Form 4

Common

March 30, 2015

Check thi if no long subject to Section 10 Form 4 or Form 5 obligation may continue See Instruction 1(b).	OMB A OMB Number: Expires: Estimated a burden hou response	ırs per						
(Print or Type R	Responses)							
1. Name and A Passen Andr	ddress of Reporting I rew J	Symbol FORE	ner Name and Ticker or T ST CITY ENTERPR A/FCEB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 50 PUBLIC	(First) (M	(Month	of Earliest Transaction /Day/Year) /2015		Director X Officer (giv below) Exec VP		6 Owner er (specify urces	
CLEVELAN	(Street) ND, OH 44113		nendment, Date Original (onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Ta	ble I - Non-Derivative So	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code Disposed r) (Instr. 8) (Instr. 3, 4)	(A) or of (D) and 5) (A) or	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) Price	2,878	D (1)		
Class A Common Stock					5,940	D (2)		
Class A Common Stock					6,632	D (3)		
Class A					6,232	D (4)		

Stock

Class A Common Stock	03/26/2015	A	4,741	A	\$0	4,741	D (5)
Class A Common Stock						30,924	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.

SEC 1474

(9-02)

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

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)	Code	5. Number on f 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 A Underlying S (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

2012 Performance Shares	\$ 0				12/31/2015	08/08/1988(13)	Class A Common
2013 Performance Shares	\$ 0				12/31/2016	08/08/1988(14)	Class A Common
2014 Performance Shares	\$ 0				12/31/2017	08/08/1988(15)	Class A Common
2015 Performance Shares	\$ 0	03/26/2015	A	4,741	12/31/2017	08/08/1988(16)	Class A Common

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

03/30/2015

**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) 2011 Restricted Stock Grant 25% vest on 4/13/2013; 25% vest on 4/13/2014; and 50% vest on 4/13/2015.
- (2) 2012 Restricted Stock Grant 25% vest on 4/11/2014; 25% vest on 4/11/2015; and 50% vest on 4/11/2016.
- (3) 2013 Restricted Stock Grant 25% vest on 4/08/2015; 25% vest on 4/08/2016; and 50% vest on 4/08/2017.
- (4) 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.
- (5) 2015 Restricted Stock Grant 25% vest on 3/26/2016; 25% vest on 3/26/2017; and 50% vest on 3/26/2018.
- (6) Shares are held in street account with Securities America.
- (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) 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

Reporting Owners 3

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.

- 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.
- 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.
- Performance Shares Award granted 3/26/2015 performance period is from January 1, 2015 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 \$24.62 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.