FOREST CITY ENTERPRISES INC

Form 4 July 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

> 10% Owner Other (specify

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Last)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

RMS LTD

50 PUBLIC SQUARE, SUITE 1600

FOREST CITY ENTERPRISES INC [FCEA/FCEB]

(First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 07/02/2007

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Person

5. Amount of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Officer (give title

CLEVELAND, OH 44113

(City) (State) (Zip)

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code

6. Date Exercisable and Expiration Date

(Month/Day/Year)

7. Title and A Underlying S (Instr. 3 and 4

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Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Date Class B 209,079 Common 08/08/1988(3) 08/08/1988(3) Common - $\$ 0 \frac{(1)}{2}$ 07/02/2007 $\mathbf{C}^{(2)}$ (2)(4)Stock Convertible

(Month/Day/Year) (Instr. 8) Acquired (A) or

Reporting Owners

Price of

(Instr. 3)

Reporting Owner Name / Address

Director 10% Owner Officer Other

RMS LTD

50 PUBLIC SQUARE, SUITE 1600

X

CLEVELAND, OH 44113

Signatures

Geralyn M. Presti, Attorney-In-Fact for RMS

07/03/2007

**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) Stocks are convertible from Class B Common to Class A Common on a 1-for-1 basis.
- (2) Shares were converted from Class B Common to Class A Common Stock, no money was tendered at this time; upon conversion the shares were distributed to the individual limited partners.
- (3) Immediate stocks are convertible at any time, there is no fixed exercisable date or expiration date.
- (4) RMS, Ltd. is an Ohio limited partnership shares are held by various general and limited partners; the partnership only holds FCE B shares, upon conversion to Class A Common shares they are no longer considered a part of the partnership.

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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