#### FOREST CITY ENTERPRISES INC

Form 4 July 23, 2007

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(State)

**RMS LTD** 

2. Issuer Name and Ticker or Trading

Symbol

FOREST CITY ENTERPRISES INC

[FCEA/FCEB]

(Month/Day/Year)

3. Date of Earliest Transaction

50 PUBLIC SQUARE, SUITE 1600 07/23/2007

(Middle)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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)

10% Owner Other (specify

Person

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

Issuer

below)

Director

Officer (give title

CLEVELAND, OH 44113

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

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

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

(A)

or

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

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

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Reported Transaction(s) (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 Security

Conversion or Exercise

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and Expiration Date

(Month/Day/Year)

7. Title and An Underlying Sec (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Date Title Class B 92,564 Common Common - $\$ 0 \frac{(1)}{1}$ 07/23/2007  $C^{(2)}$ 08/08/1988<sup>(3)</sup> 08/08/1988<sup>(3)</sup> (2)(4)Stock Convertible

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

RMS LTD

50 PUBLIC SQUARE, SUITE 1600

CLEVELAND, OH 44113

### **Signatures**

Geralyn M. Presti, Attorney-In-Fact for RMS 07/23/2007

\*\*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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