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FOREST CITY ENTERPRISES INC Form 4 March 20, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **RMS LTD** Issuer Symbol FOREST CITY ENTERPRISES INC (Check all applicable) [FCEA/FCEB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director X 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) **50 PUBLIC SQUARE, SUITE 1600** 03/19/2015 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting CLEVELAND, OH 44113 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 5. Amount of 1.Title of 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially (D) or Indirect Beneficial Disposed of (D) any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 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

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and An
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date	Underlying Sec
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title A
Class B Common - Convertible	\$ 0 <u>(1)</u>	03/19/2015		C <u>(2)</u>			18,500 $(2) (3)$	08/08/1988 <u>(4)</u>	08/08/1988 <u>(4)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
RMS LTD 50 PUBLIC SQUARE, SUITE 1600 CLEVELAND, OH 44113		Х		
Signatures				
Geralyn M. PrestiGeralyn M. Presti, A	03/20/2015			

RMS

**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) Conversion from Class B Common stock to Class A Common stock. Upon conversion shares were distributed to non -Section 16 reporting limited partners, no money was tendered for this transaction.
- (3) RMS, Ltd. is an Ohio limited partnership shares are held by various general and limited partners; the partnership only holds FCE Class
 B Common shares, upon conversion to Class A Common shares they are no longer considered a part of the partnership.
- (4) Immediate stocks are convertible at any time, there is no fixed exercisable date or 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.