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FOREST CITY ENTERPRISES INC
Form 8-K
February 10, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 10, 2004

FOREST CITY ENTERPRISES, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|--|-----------------------------------|---|
| Ohio | 1-4372 | 34-0863886 |
| ----- (State or Other Jurisdiction of Incorporation) | ----- (Commission File Number) | ----- (IRS Employer Identification No.) |

| | |
|---|------------------------------|
| Terminal Tower, 50 Public Square, Suite 1100, Cleveland, Ohio ----- (Address of Principal Executive Offices) | 44113 ----- (Zip Code) |
|---|------------------------------|

Registrant's telephone number, including area code: (216) 621-6060

N/A

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS

On February 10, 2004, Forest City Enterprises, Inc., an Ohio corporation, issued and sold \$100,000,000 aggregate principal amount of its 7.375% Senior Notes due February 1, 2034 pursuant to a shelf registration statement on Form S-3 (Reg. No. 333-87378) previously declared effective. In connection therewith, the opinion of counsel is filed herewith and is attached hereto as an exhibit.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

| Exhibit Number ----- | Exhibit ----- |
|----------------------------|----------------------|
| 5.1 | Opinion of Jones Day |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOREST CITY ENTERPRISES, INC.

By: /s/ Thomas G. Smith

Name: Thomas G. Smith
Title: Executive Vice President, Chief
Financial Officer and Secretary

Dated: February 10, 2004

EXHIBIT INDEX

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|----------------------------|----------------------|
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