

FOREST CITY ENTERPRISES INC

Form S-8

January 20, 2005

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As filed with the Securities and Exchange Commission on January 20, 2005

Registration
No. 333-____

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933**

FOREST CITY ENTERPRISES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Ohio
(State or Other Jurisdiction
of Incorporation or Organization)

34-0863886
(I.R.S. Employer Identification No.)

1100 Terminal Tower, 50 Public Square, Cleveland, Ohio 44113-2203
(Address of Principal Executive Offices Including Zip Code)

**FOREST CITY ENTERPRISES, INC.
1994 STOCK PLAN**

(AS AMENDED, RESTATED AND RENAMED AS OF JUNE 8, 2004)
(Full Title of the Plan)

FCE Statutory Agent, Inc.
1100 Terminal Tower
50 Public Square
Cleveland, Ohio 44113-2203
(Name and Address of Agent For Service)

216/621-6060
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of	Proposed	Proposed	Amount
Securities to	Maxi-	Maxi-	of
Be Registered	mum	mum	Registration
	Offering	Aggregate	Fee
	Price Per	Offering	
	Share ⁽²⁾	Price ⁽²⁾	

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Class A Common Stock, \$0.33-1/3 par value	2,500,000	\$58.38	\$145,950,000	\$17,178.32
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- (1) Pursuant to Rule 416 of the Securities Act of 1933 (the Securities Act), this Registration Statement also covers such additional shares of Class A Common Stock, \$0.33-1/3 par value as may become issuable pursuant to the anti-dilution provisions of the Forest City Enterprises, Inc. 1994 Stock Plan (As Amended, Restated and Renamed as of June 8, 2004) (the Plan).
- (2) Estimated solely for calculating the amount of the registration fee, pursuant to Rule 457(c) and (h) of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the New York Stock Exchange on January 20, 2005 within five business days prior to filing.

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EX-24 Power of Attorney

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Part II

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-61925 on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the "SEC") on August 20, 1998, as amended by Post-Effective Amendment No. 1 filed by the Registrant on January 20, 2005 incorporated herein by reference.

Item 8. Exhibits

The following Exhibits are being filed as part of this Registration Statement:

- 4.1 Amended Articles of Incorporation adopted as of October 11, 1983, incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q for the quarter ended October 31, 1983 (File No. 1-4372).
- 4.2 Certificate of Amendment by Shareholders to the Articles of Incorporation of Forest City Enterprises, Inc. dated June 24, 1997, incorporated by reference to Exhibit 4.14 to the Company's Registration Statement on Form S-3 (Registration No. 333-41437).
- 4.3 Certificate of Amendment by Shareholders to the Articles of Incorporation of Forest City Enterprises, Inc. dated June 16, 1998, incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8 (Registration No. 333-61925).
- 4.4 Code of Regulations as amended June 14, 1994, incorporated by reference to Exhibit 3.2 to the Company's Form 10-K for the fiscal year ended January 31, 1997 (File No. 1-4372).
- 4.5 1998 Stock Plan (As Amended, Restated and Renamed as of June 8, 2004, incorporated by reference to Appendix A of the Registrant's Proxy Statement dated April 15, 2004 (File No. 1-4372).
- 5 Opinion of Counsel
- 23.1 Consent of Independent Registered Public Accounting Firm
- 23.2 Consent of Counsel (included in Exhibit 5)
- 24. Power of Attorney

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on January 20, 2005.

THE FOREST CITY ENTERPRISES, INC.

By: /s/ Thomas G. Smith
 Thomas G. Smith
 Executive Vice President, Chief
 Financial
 Officer, and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on January 20, 2005.

<u>Signature</u>	<u>Title</u>
* _____	Co-Chairman of the Board and Director
Albert B. Ratner * _____	Co-Chairman of the Board, Treasurer and Director
Samuel H. Miller * _____	President, Chief Executive Officer and Director (Principal Executive Officer)
Charles A. Ratner /s/ Thomas G. Smith _____	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)
Thomas G. Smith * _____	Senior Vice President and Corporate Controller (Principal Accounting Officer)
Linda M. Kane * _____	Executive Vice President and Director
James A. Ratner * _____	Executive Vice President and Director
Ronald A. Ratner * _____	Executive Vice President and Director
Brian J. Ratner * _____	Director
Deborah Ratner Salzberg * _____	Director

Michael P. Esposito, Jr.

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*	Director
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Scott S. Cowen	
*	Director
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Jerry V. Jarrett	
*	Director
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Joan K. Shafran	
*	Director
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Louis Stokes	
*	Director
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Stan Ross

* Thomas G. Smith, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above officers and directors (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission as Exhibit 24 to this Registration Statement.

January 20, 2005

By: /s/ Thomas G. Smith
Thomas G. Smith, Attorney-in-Fact

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