

FOREST CITY ENTERPRISES INC

Form S-8 POS

January 20, 2005

Table of Contents

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

Registration No. 333-38912

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
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) (Zip Code)

**FOREST CITY ENTERPRISES, INC.
DEFERRED COMPENSATION PLAN FOR NONEMPLOYEE DIRECTORS**

(Full Title of the Plan)

FCE Statutory Agent, Inc.
Forest City Enterprises, 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)

This Post-Effective Amendment No. 1 is being filed to add new
Exhibit 4.8 and additional Exhibit 23 to the Registration Statement.

This Post-Effective Amendment No. 1 to the Registration Statement shall become effective upon filing
with the Securities and Exchange Commission pursuant to Rule 464 under the Securities Act of 1933.

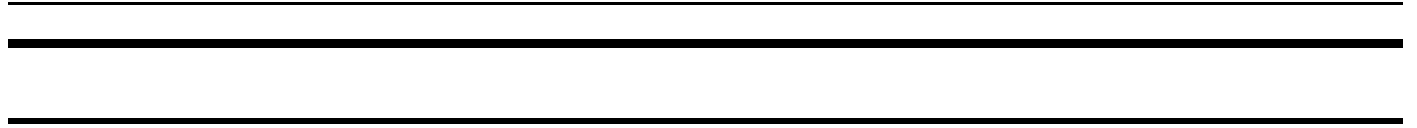


TABLE OF CONTENTS

Part II

Item 8. Exhibits

SIGNATURES

Item 8. Exhibits

EX-4.8 Third Amendment to the Deferred Compensation Plan

EX-23 Consent of Independent Registered Public Accounting Firm

Table of Contents

Part II

Part II of Registration Statement No. 333-38912 on Form S-8, filed by Forest City Enterprises Inc. (Registrant) with the Securities and Exchange Commission (SEC) on June 9, 2000, is hereby amended by adding new Exhibits 4.8 and 23.

Item 8. Exhibits

- 4.8 Amendment No. 3 to the Forest City Enterprises, Inc. Deferred Compensation Plan for Nonemployee Directors
 - 23 Consent of Independent Registered Public Accounting Firm
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Table of Contents

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 Post-Effective Amendment No. 1 to Registration Statement No. 333-38912 on Form S-8 (Post-Effective Amendment No. 1) 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>
* _____ Albert B. Ratner	Co-Chairman of the Board and Director
* _____ Samuel H. Miller	Co-Chairman of the Board, Treasurer and Director
* _____ Charles A. Ratner	President, Chief Executive Officer and Director (Principal Executive Officer)
* _____ Thomas G. Smith	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)
* _____ Linda M. Kane	Senior Vice President and Corporate Controller (Principal Accounting Officer)
* _____ James A. Ratner	Executive Vice President and Director

Table of Contents

* 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.

* Director

Scott S. Cowen

* Director

Jerry V. Jarrett

* Director

Joan K. Shafran

* Director

Louis Stokes

* Director

Stan Ross

* Thomas G. Smith, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to the power of attorney filed as Exhibit 24 to Registration Statement No. 333-38912 on Form S-8 with the Securities and Exchange Commission.

January 20, 2005

By: /s/ Thomas G. Smith

Thomas G. Smith, Attorney-in-Fact

Table of Contents

EXHIBIT INDEX

4.8	Amendment No. 3 to the Forest City Enterprises, Inc. Deferred Compensation Plan for Nonemployee Directors	
23	Consent of Independent Registered Public Accounting Firm	5