

JARRETT JERRY V  
 Form 4  
 April 07, 2009

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 JARRETT JERRY V

2. Issuer Name and Ticker or Trading Symbol  
 FOREST CITY ENTERPRISES INC  
 [FCEA/FCEB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/07/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

186 GRAND OAK CIRCLE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

VENICE, FL 34292

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common Stock            | 04/07/2009                           |  | S                              | D   | \$ 5,000  | 12,443   | D                                 |
| Class A Common Stock            |                                      |  |                                |   |   | 884  | D <sup>(1)</sup>                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3)            | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 2003<br>Stock<br>Option<br>Grant<br>(right to<br>buy) | \$ 15.5  |                                      |  |                                |   | 03/17/2005 <sup>(2)</sup> 03/17/2013                     | Class A<br>Common   | 10,800                        |
| 2005<br>Stock<br>Option<br>Grant<br>(right to<br>buy) | \$ 31.75   |                                      |  |                                |   | 04/06/2007 <sup>(3)</sup> 04/06/2015                     | Class A<br>Common   | 10,800                        |
| 2006<br>Stock<br>Option<br>Grant<br>(right to<br>buy) | \$ 46.37   |                                      |  |                                |   | 04/04/2008 <sup>(4)</sup> 04/04/2016                     | Class A<br>Common   | 10,800                        |
| 2007<br>Stock<br>Option<br>Grant<br>(right to<br>buy) | \$ 65.35   |                                      |  |                                |   | 03/29/2009 <sup>(5)</sup> 03/29/2017                     | Class A<br>Common   | 10,800                        |
| 2008<br>Stock<br>Option<br>Grant<br>(right to<br>buy) | \$ 37.68   |                                      |  |                                |   | 04/07/2009 <sup>(6)</sup> 04/07/2018                     | Class A<br>Common   | 5,319                         |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| JARRETT JERRY V<br>186 GRAND OAK CIRCLE<br>VENICE, FL 34292 |               | X         |         |       |

## Signatures

Geralyn M. Presti, Attorney-In-Fact for Jerry V. Jarrett 04/07/2009

        \*\*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) 2008 Restricted Stock Grant - 33% vest on 4/07/2009; 33% vest on 4/07/2010; and 34% vest on 4/07/2011. 443 shares vested and were transferred to brokerage account.
- (2) 2003 Stock Option Grant - 25% exercisable 3/17/2005; 25% exercisable 3/17/2006; and 50% exercisable 3/17/2007.
- (3) 2005 Stock Option Grant - 25% exercisable 4/06/2007; 25% exercisable 4/06/2008; and 50% exercisable 4/06/2009.
- (4) 2006 Stock Option Grant - 25% exercisable 4/04/2008; 25% exercisable 4/04/2009; and 50% exercisable 4/04/2010.
- (5) 2007 Stock Option Grant - 25% exercisable 3/29/2009; 25% exercisable 3/29/2010; and 50% exercisable 3/29/2011.
- (6) 2008 Stock Option Grant - 33% exercisable 4/07/2009; 33% exercisable 4/07/2010; and 34% exercisable 4/07/2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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