

JARRETT JERRY V
 Form 4
 April 16, 2010

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)
186 GRAND OAK CIRCLE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
04/14/2010

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

VENICE, FL 34292
 (City) (State) (Zip)

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

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				(A)	12,885	D	(1)
Class A Common Stock				(A)	442	D	(2)

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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
2003 Stock Option Grant (right to buy)	\$ 15.5					03/17/2005 ⁽³⁾ 03/17/2013	Class A Common 10,800
2005 Stock Option Grant (right to buy)	\$ 31.75					04/06/2007 ⁽⁴⁾ 04/06/2015	Class A Common 10,800
2006 Stock Option Grant (right to buy)	\$ 46.37					04/04/2008 ⁽⁵⁾ 04/04/2016	Class A Common 10,800
2007 Stock Option Grant (right to buy)	\$ 65.35					03/29/2009 ⁽⁶⁾ 03/29/2017	Class A Common 10,800
2008 Stock Option Grant (right to buy)	\$ 37.68					04/07/2009 ⁽⁷⁾ 04/07/2018	Class A Common 5,319
2009 Stock Option Grant	\$ 7.8					04/21/2010 04/21/2019	Class A Common 10,966

(right to buy)

2010

Stock

Option Grant

\$ 15.89

04/14/2010

A

8,007

04/14/2011⁽⁹⁾

04/14/2020

Class A Common

8,007

(right to buy)

Reporting Owners

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

Signatures

Geralyn M. Presti, Attorney-In-Fact for Jerry V. Jarrett

04/16/2010

__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) Shares are held in street account.
- (2) 2008 Restricted Stock Grant - 33.33% vest on 4/07/2009; 33.33% vest on 4/07/2010; and 33.33% vest on 4/07/2011. 442 shares vested on 4/07/10 and were moved to street account footnote #1.
- (3) 2003 Stock Option Grant - 25% exercisable 3/17/2005; 25% exercisable 3/17/2006; and 50% exercisable 3/17/2007.
- (4) 2005 Stock Option Grant - 25% exercisable 4/06/2007; 25% exercisable 4/06/2008; and 50% exercisable 4/06/2009.
- (5) 2006 Stock Option Grant - 25% exercisable 4/04/2008; 25% exercisable 4/04/2009; and 50% exercisable 4/04/2010.
- (6) 2007 Stock Option Grant - 25% exercisable 3/29/2009; 25% exercisable 3/29/2010; and 50% exercisable 3/29/2011.
- (7) 2008 Stock Option Grant - 33.33% exercisable 4/07/2009; 33.33% exercisable 4/07/2010; and 33.33% exercisable 4/07/2011.
- (8) 2009 Stock Option Grant - 33.33% exercisable 4/21/2010; 33.33% exercisable 4/21/2011; and 33.33% exercisable 4/21/2012.
- (9) 2010 Stock Option Grant - 33.33% exercisable 4/14/2011; 33.33% exercisable 4/14/2012; and 33.33% exercisable 4/14/2013.

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.