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FOREST CITY ENTERPRISES INC  
Form SC 13G/A  
January 20, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 19)

FOREST CITY ENTERPRISES

-----  
(NAME OF ISSUER)

CLASS A COMMON STOCK, \$.33 1/3 PAR VALUE PER SHARE

-----  
(TITLE OF CLASS OF SECURITIES)

345550107

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(CUSIP NUMBER)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

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THIRD AVENUE MANAGEMENT LLC

(EIN 01-0690900)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)  ]  
(b)  ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE LIMITED LIABILITY COMPANY

5 SOLE VOTING POWER

NUMBER OF 4,906,172

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY NONE

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING PERSON 5,894,740

WITH 8 SHARED DISPOSITIVE POWER  
NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
5,894,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*  
 ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
16.3%

12 TYPE OF REPORTING PERSON\*  
IA

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ITEM 1.

(A) NAME OF ISSUER:

Forest City Enterprises (the "Issuer").

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES OR, IF NONE, RESIDENCE:

Terminal Tower, 50 Public Square, Suite 1100, Cleveland, OH 44113

ITEM 2.

(A) NAME OF PERSON FILING:

This schedule is being filed by Third Avenue Management LLC ("TAM"). (TAM is sometimes referred to hereinafter as "Filer").

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal executive office of TAM is:  
622 Third Avenue, 32nd Floor, New York, New York 10017.

(C) CITIZENSHIP:

The citizenship or place of organization of the reporting person is as follows:

Delaware Limited Liability Company.

(D) TITLE OF CLASS OF SECURITIES:

Class A Common Stock, \$.33 1/3 par value per share.

(E) CUSIP NUMBER:

345550107

ITEM 3. IF THIS STATEMENT IS BEING FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

(E) Investment Adviser registered under section 203 OF THE INVESTMENT ADVISERS ACT OF 1940 (TAM).

ITEM 4. OWNERSHIP.

(a) & (b) TAM beneficially owns 5,894,740 shares, or 16.3% of the class of securities of the issuer.

(c) (i) 4,906,172

(ii) Not applicable.

(iii) 5,894,740

(iv) Not applicable.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than

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five percent of the class of securities, check the following [ ].

### ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Third Avenue Small-Cap Value Portfolio of the Met Investors Series Trust, an investment company registered under the Investment Company Act of 1940, has the right to receive dividends from, and the proceeds from the sale of, 147,800 of the shares reported by TAM, Third Avenue Small-Cap Value Fund, an investment company registered under the Investment Company Act of 1940, has the right to receive dividends from, and the proceeds from the sale of, 374,600 of the shares reported by TAM, Third Avenue Value Fund, an investment company registered under the Investment Company Act of 1940, has the right to receive dividends from, and the proceeds from the sale of, 1,766,514 of the shares reported by TAM, Third Avenue Real Estate Value Fund, an investment company registered under the Investment Company Act of 1940, has the right to receive dividends from, and the proceeds from the sale of, 1,373,300 of the shares reported by TAM, Third Avenue Value Portfolio of the Aegon/Transamerica Series Fund, an investment company registered under the Investment Company Act of 1940, has the right to receive dividends from, and the proceeds from the sale of, 216,650 of the shares reported by TAM, AXP Partners Small Cap Value Fund, an investment company registered under the Investment Company Act of 1940, has the right to receive dividends from, and the proceeds from the sale of, 201,763 of the shares reported by TAM, Third Avenue Value Portfolio of the Third Avenue Variable Series Trust, an investment company registered under the Investment Company Act of 1940, has the right to receive dividends from, and the proceeds from the sale of 131,050 of the shares reported by TAM, AXP Variable Portfolio Partners Small Cap Value Fund, an investment company registered under the Investment Company Act of 1940, has the right to receive dividends from, and the proceeds from the sale of 31,500 of the shares reported by TAM, SunAmerica Style Select Series Focused Multi-Cap Value Fund, an investment company registered under the Investment Company Act of 1940, has the right to receive dividends from, and the proceeds from the sale of 660,850 of the shares reported by TAM, SunAmerica Seasons Series Focus Value Portfolio, an investment company registered under the Investment Company Act of 1940, has the right to receive dividends from, and the proceeds from the sale of 46,950 of the shares reported by TAM, and Touchstone Third Avenue Value Fund of the Touchstone Variable Series Trust, an investment company registered under the Investment Company Act of 1940, has the right to receive dividends from, and the proceeds from the sale of, 42,000 of the shares reported by TAM, and various separately managed accounts for whom TAM acts as investment advisor have the right to receive dividends from, and the proceeds of the sale of 901,763 of the shares reported by TAM.

### ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

### ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

### ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

### ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were

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not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 20, 2004

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(Date)

THIRD AVENUE MANAGEMENT LLC

BY:/S/ MARTIN J. WHITMAN

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Martin J. Whitman

Chairman and Co-Chief Investment Officer