Edgar Filing: FOREST CITY ENTERPRISES INC - Form 4

FOREST CITY ENTERPRISES INC

Form 4

Common

Stock

Class A

Class A

Common

Common Stock

September 18, 2008

September 1	8, 2008											
FORM	ORM 4								OMB APPROVAL			
	UNITED		$\mathbf{RITIES}\ A$			OMMISSION	OMB Number:	3235-0287				
Check th							Expires:	January 31,				
if no long subject to Section 1 Form 4 c	F CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF	Estimated average burden hours per response 0.5					
Form 5 obligations may continue. See Instruction 1(b). 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 A ESPOSITO	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer						
		FOREST CITY ENTERPRISES INC [FCEA/FCEB]					(Check all applicable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					X_ Director 10% Owner Officer (give title Other (specify below) below)				
1221 AVEN AMERICA	2008				octow)	below)						
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check						
NEW VOD	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
NEW TOR	K, NY 10020-100)1						Person		-		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secui	ities Acq	uired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			d of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Class A Common	09/15/2008	09/18/2	008	Code V A	Amount 8.234	(D)	Price \$ 29.905	3,086.255	D (1)			
Class A									(0)			

See

footnote

 $D^{(2)}$

D (3)

I

83,400

24,900

1,100

(4) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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)	4. Transaction Code (Instr. 8)	onNumber	6. Date Exercisable Date (Month/Day/Year)	e and Expiration	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
	2003 Stock Option Grant (right to buy)	\$ 15.5				03/17/2005(5)	03/17/2013	Class A Common	10,80
	2005 Stock Option Grant (right to buy)	\$ 31.75				04/06/2007(6)	04/06/2015	Class A Common	10,80
	2006 Stock Option Grant (right to buy)	\$ 46.37				04/04/2008(7)	04/04/2016	Class A Common	10,80
	2007 Stock Option Grant (right to buy)	\$ 65.35				03/29/2009(8)	03/29/2017	Class A Common	10,80
		\$ 37.68				04/07/2009(8)	04/07/2018		10,6

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2008 Class A Stock Common

Option Grant (right to

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Oth

ESPOSITO MICHAEL P JR
1221 AVENUE OF THE AMERICAS X

NEW YORK, NY 10020-1001

Signatures

Geralyn M. Presti, Attorney-In-Fact for Michael P.
Esposito, Jr.

09/18/2008

**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) Held in a Dividend Reinvestment Account (DRIP).
- (2) Held Direct in Mr. Esposito's name in an account at Smith Barney, Paramus, NJ.
- (3) Held in an account at Smith Barney Sarasota, FL.
- (4) Shares are held by Sag Pond Partners Mr. Esposito retains sole investment control.
- (5) 2003 Stock Option Grant 25% exercisable 3/17/2005; 25% exercisable 3/17/2006; and 50% exercisable 3/17/2007.
- (6) 2005 Stock Option Grant 25% exercisable 4/06/2007; 25% exercisable 4/06/2008; and 50% exersicable 4/06/2009.
- (7) 2006 Stock Option Grant 25% exercisable 4/04/2008; 25% exercisable 4/04/2009; and 50% exercisable 4/04/2010.
- (8) 2007 Stock Option Grant 25% exercisable 3/29/2009; 25% exercisable 3/29/2010; and 50% exercisable 3/29/2011.
- (9) 2008 Stock Option Grant 33% exercisable 4/07/2009; 33% exercisable 4/07/2010; and 34% exercisable 4/07/2011.
- (10) Exercisable at retirement, termination, death or disability.
- (11) No present expiration date
- (12) Phantom Stock 1-for-1 Deferred compensation plan contributions. Contributing \$6,250 after each board of director's meeting; updated to reflect current holdings.

Remarks:

Sept. 18, 2008 is the deemed execution, it is the date on which the Plan Administrator notified the reporting person.

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.

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