

FOREST CITY ENTERPRISES INC  
Form 4  
April 16, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
ESPOSITO MICHAEL P JR

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)  
  
1221 AVENUE OF THE AMERICAS  
  
(Street)

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

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

NEW YORK, NY 10020-1001

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

(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) Code V Amount (D) Price			
Class A Common					3,131.725	D <sup>(1)</sup>	
Class A Common Stock					83,400	D <sup>(2)</sup>	
Class A Common Stock					24,900	D <sup>(3)</sup>	
Class A Common					1,100	I	See footnote <sup>(4)</sup>

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Stock

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

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SEC 1474  
(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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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)	Amount or Number of Shares	
				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 <sup>(5)</sup>	03/17/2013	Class A Common	10,800
2005 Stock Option Grant (right to buy)	\$ 31.75					04/06/2007 <sup>(6)</sup>	04/06/2015	Class A Common	10,800
2006 Stock Option Grant (right to buy)	\$ 46.37					04/04/2008 <sup>(7)</sup>	04/04/2016	Class A Common	10,800
2007 Stock Option Grant (right to buy)	\$ 65.35					03/29/2009 <sup>(8)</sup>	03/29/2017	Class A Common	10,800
2008	\$ 37.68					04/07/2009 <sup>(8)</sup>	04/07/2018	Class A	10,637



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**(11)** 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.

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