

FOREST CITY ENTERPRISES INC
 Form 5
 March 18, 2013

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 01/31/2013

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

1221 AVENUE OF THE AMERICAS

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10020-1001

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock				(A) Amount			
Class A Common Stock	11/13/2012		G	11,400 D	\$ 0 97,200	D (2)	
Class A Common	11/13/2012		G	11,400 A	\$ 0 11,400	I	See footnote (3)

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Stock

Class A Common Stock	Â	Â	Â	Â	Â	Â	1,100	I	See footnote <u>(4)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
2005 Stock Option Grant (right to buy)	\$ 31.75	Â	Â	Â	Â Â	04/06/2007 ⁽⁵⁾ 04/06/2015	Class A Common 10,800
2006 Stock Option Grant (right to buy)	\$ 46.37	Â	Â	Â	Â Â	04/04/2008 ⁽⁶⁾ 04/06/2015	Class A Common 10,800
2007 Stock Option Grant (right to buy)	\$ 65.35	Â	Â	Â	Â Â	03/29/2009 ⁽⁷⁾ 03/29/2017	Class A Common 10,800
2008 Stock Option Grant (right to	\$ 37.68	Â	Â	Â	Â Â	04/07/2009 ⁽⁸⁾ 04/07/2018	Class A Common 10,637

buy)											
2009 Stock Option Grant (right to buy)	\$ 7.8	Â	Â	Â	Â	Â	04/21/2010 ⁽⁹⁾	04/21/2019	Class A Common	10,966	
2010 Stock Option Grant (right to buy)	\$ 15.89	Â	Â	Â	Â	Â	04/14/2011 ⁽¹⁰⁾	04/14/2020	Class A Common	8,007	
2011 Stock Option Grant (right to buy)	\$ 17.72	Â	Â	Â	Â	Â	04/13/2012 ⁽¹¹⁾	04/13/2021	Class A Common	8,927	
2012 Stock Option Grant (right to buy)	\$ 14.74	Â	Â	Â	Â	Â	04/11/2013 ⁽¹²⁾	04/11/2022	Class A Common	10,825	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESPOSITO MICHAEL P JR 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020-1001	Â X	Â	Â	Â

Signatures

Geralyn M. Presti, Attorney-In-Fact for Michael P. Esposito, Jr. 03/18/2013

__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) Shares held direct in street account.
- (3) Ellen L. Esposito Trust, dated 11/05/2012 - for the benefit of spouse.

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- (4) Shares are held by Sag Pond Partners - Mr. Esposito retains sole investment control.
- (5) 2005 Stock Option Grant - 25% exercisable 4/06/2007; 25% exercisable 4/06/2008; and 50% exercisable 4/06/2009.
- (6) 2006 Stock Option Grant - 25% exercisable 4/04/2008; 25% exercisable 4/04/2009; and 50% exercisable 4/04/2010.
- (7) 2007 Stock Option Grant - 25% exercisable 3/29/2009; 25% exercisable 3/29/2010; and 50% exercisable 3/29/2011.
- (8) 2008 Stock Option Grant - 33.33% exercisable 4/07/2009; 33.33% exercisable 4/07/2010; and 33.33% exercisable 4/07/2011.
- (9) 2009 Stock Option Grant - 33.33% exercisable 4/21/2010; 33.33% exercisable 4/21/2011; and 33.33% exercisable 4/21/2012.
- (10) 2010 Stock Option Grant - 33.33% exercisable 4/14/2011; 33.33% exercisable 4/14/2012; and 33.33% exercisable 4/14/2013.
- (11) 2011 Stock Option Grant - 33.33% exercisable 4/13/2012; 33.33% exercisable 4/13/2013; and 33.33% exercisable 4/13/2014.
- (12) 2012 Stock Option Grant - 33.33% exercisable 4/11/2013; 33.33% exercisable 4/11/2014; and 33.33% exercisable 4/11/2015.

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