Anton Arthur F Form 4 April 13, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

See Instruction

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

Common

1. Name and Address of Reporting Person * Anton Arthur F			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) 04/11/2012			_X_ Director 10% Owner Officer (give title below) Other (specify below)				
	(Street) 4. If Amen			ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	Person quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Execution	emed ion Date, if n/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion OnAcquired Disposed (Instr. 3,	d (A) of d of (D) 4 and (A) or))	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 Stock								1,687	D (1)	
Class A Common Stock								2,821	D (2)	
Class A Common Stock	04/11/2012			A	3,392	A	\$ 0	3,392	D (3)	
Class A								4,844	D (4)	

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. Transacti 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
2010 Stock Option Grant (right to buy)	\$ 15.8					12/13/2011 ⁽⁵⁾	12/13/2020	Class A Common	4,038
2011 Stock Option Grant (right to buy)	\$ 17.72					04/13/2012 <u>(6)</u>	04/13/2021	Class A Common	4,463
2012 Stock Option Grant (right to buy)	\$ 14.74	04/11/2012		A	5,412	04/11/2013 <u>(7)</u>	04/11/2022	Class A Common	5,412

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
	X					

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Anton Arthur F 29500 SOLON ROAD SOLON, OH 44139

Signatures

Geralyn M. Presti, Attorney-In-Fact for Arthur F. Anton

04/13/2012

**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) 2010 Restricted Stock Grant 33.33% vest on 12/13/2011; 33.33% vest on 12/13/2012; and 33.33% vest on 12/13/2013.
- (2) 2011 Restricted Stock Grant 33.33% vest on 4/13/2012; 33.33% vest on 4/13/2013; and 33.33% vest on 4/13/2014.
- (3) 2012 Restricted Stock Grant 33.33% vest on 4/11/2013; 33.33% vest on 4/11/2014; and 33.33% vest on 4/11/2015.
- (4) Shares held direct in street account. 844 restricted shares vested on 12/13/2011 and were moved to street account.
- (5) 2010 Stock Option Grant 33.33% exercisable 12/13/2011; 33.33% exercisable 12/13/2012; and 33.33% exercisable 12/13/2013.
- (6) 2011 Stock Option Grant 33.33% exercisable 4/13/2012; 33.33% exercisable 4/13/2013; and 33.33% exercisable 4/13/2014.
- (7) 2012 Stock Option Grant 33.33% exercisable 4/11/2013; 33.33% exercisable 4/11/2014; and 33.33% exercisable 4/11/2015.

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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