

Anton Arthur F
Form 4
April 10, 2013

FORM 4

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

OMB APPROVAL

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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 *
Anton Arthur F

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. Date of Earliest Transaction
(Month/Day/Year)
04/08/2013

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

29500 SOLON ROAD

(Street)

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

SOLON, OH 44139

(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)	Price		
				Code	V	Amount	
Class A Common Stock						844	D <u>(1)</u>
Class A Common Stock						1,880	D <u>(2)</u>
Class A Common Stock						3,392	D <u>(3)</u>
Class A Common	04/08/2013		A	2,840	A	\$ 0 2,840	D <u>(4)</u>

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Stock

Class A
Common
Stock

9,628 D ⁽⁵⁾

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)	Amount or Number of Shares	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
2010 Stock Option Grant (right to buy)	\$ 15.8					12/13/2011 ⁽⁶⁾ 12/13/2020	Class A Common	4,038	
2011 Stock Option Grant (right to buy)	\$ 17.72					04/13/2012 ⁽⁷⁾ 04/13/2021	Class A Common	4,463	
2012 Stock Option Grant (right to buy)	\$ 14.74					04/11/2013 ⁽⁸⁾ 04/11/2022	Class A Common	5,412	
2013 Stock Option Grant	\$ 17.6	04/08/2013		A	4,557	04/08/2014 ⁽⁹⁾ 04/08/2023	Class A Common	4,557	

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anton Arthur F 29500 SOLON ROAD SOLON, OH 44139		X		

Signatures

Geralyn M. Presti, Attorney-In-Fact for Arthur F. Anton	04/10/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

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. 843 restricted shares vested on 12/13/2012 and were moved to street account. See footnote #5.
- (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) 2013 Restricted Stock Grant - 33.33% vest on 4/08/2014; 33.33% vest on 4/08/2015; and 33.33% vest on 4/08/2016.
- (5) Shares held direct in street account.
- (6) 2010 Stock Option Grant - 33.33% exercisable 12/13/2011; 33.33% exercisable 12/13/2012; and 33.33% exercisable 12/13/2013.
- (7) 2011 Stock Option Grant - 33.33% exercisable 4/13/2012; 33.33% exercisable 4/13/2013; and 33.33% exercisable 4/13/2014.
- (8) 2012 Stock Option Grant - 33.33% exercisable 4/11/2013; 33.33% exercisable 4/11/2014; and 33.33% exercisable 4/11/2015.
- (9) 2013 Stock Option Grant - 33.33% exercisable 4/08/2014; 33.33% exercisable 4/08/2015; and 33.33% exercisable 4/08/2016.

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.