

FOREST CITY ENTERPRISES INC
 Form 4
 December 21, 2015

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 *
 Ratner Bruce C

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)
 12/17/2015

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

ONE METRO TECH CENTER
 NORTH

(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

BROOKLYN, NY 11201

(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		
Class A Common					22,500	D	(1)
Class A Common					15,000	I	See footnote (2)

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

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 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Common Units	\$ 0 ⁽³⁾					11/08/2007	08/08/1988 ⁽⁶⁾	Class A Common Stock	183,61
Class A Common Units	\$ 0 ⁽⁴⁾	12/17/2015		J ⁽⁴⁾	2,230	11/08/2007	08/08/1988 ⁽⁶⁾	Class A Common Stock	663,92

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ratner Bruce C ONE METRO TECH CENTER NORTH BROOKLYN, NY 11201	X		Executive Vice President	

Signatures

Geralyn M. Presti, Attorney-In-Fact for Bruce C. Ratner
 12/21/2015
 **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) Share are held in a street account with Merrill Lynch.
- (2) Shares are held in a street account with Chase for the benefit of stepson Michael Carajohn, Bruce Ratner's spouse Pamela R. Lipkin is account custodian.
- (3) Class A Common Units of Forest City Master Associates III, LLC (a subsidiary of Forest City Enterprises, Inc.) are convertible into Forest City Enterprises, Inc. Class A Common Stock on a equal number basis or cash at the discretion of Forest City Enterprises, Inc.
- (4) On 9/01/2015, Bruce Ratner filed a Form 4 reporting the disposition of 52,873 Class A Common Units through a redemption transaction. Due to an error in instruction, a portion of the redemption transaction was subsequently unwound and rescinded resulting in the return of 2,230 Class A Common Units.
- (5) Units are held indirectly through an entity (LLC, Trust etc.).
- (6) There is no expiration date.

Remarks:

Subject to certain exceptions, the Class A Common Units were generally not convertible until November 8, 2007. Mr. Ratner

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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