

Passen Andrew J  
 Form 3  
 December 19, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Passen Andrew J		(Month/Day/Year)	FOREST CITY ENTERPRISES INC [FCEA/FCB]	
(Last)	(First)	(Middle)	12/14/2011	
50 PUBLIC SQUARE, SUITE 1100			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
	(Street)		(Check all applicable)	
CLEVELAND, Â OH Â 44113			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Exec VP - Human Resources	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	1,237	D <u>(1)</u>	Â
Class A Common Stock	7,133	D <u>(2)</u>	Â
Class A Common Stock	4,644	D <u>(3)</u>	Â
Class A Common Stock	5,756	D <u>(4)</u>	Â
Class A Common Stock	18,911	D <u>(5)</u>	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
2006 Stock Option Grant (right to buy)	04/04/2008 <sup>(6)</sup>	04/04/2016	Class A Common	17,500	\$ 46.37	D <sup>(6)</sup>	Â
2007 Stock Option Grant (right to buy)	03/29/2009 <sup>(7)</sup>	03/29/2017	Class A Common	17,500	\$ 65.35	D <sup>(7)</sup>	Â
2008 Stock Option Grant (right to buy)	06/18/2010 <sup>(10)</sup>	06/18/2018	Class A Common	8,860	\$ 36.38	D <sup>(8)</sup>	Â
2009 Stock Option Grant (right to buy)	04/21/2011 <sup>(11)</sup>	04/21/2019	Class A Common	4,430	\$ 7.8	D <sup>(9)</sup>	Â
2010 Stock Option Grant (right to buy)	04/14/2012 <sup>(10)</sup>	04/14/2020	Class A Common	7,387	\$ 15.89	D <sup>(10)</sup>	Â
2011 Stock Option Grant (right to buy)	04/13/2013 <sup>(11)</sup>	04/13/2021	Class A Common	9,105	\$ 17.72	D <sup>(11)</sup>	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Passen Andrew J 50 PUBLIC SQUARE, SUITE 1100 CLEVELAND, OH 44113	Â	Â	Â	Exec VP - Human Resources Â

## Signatures

Geralyn M. Presti, Attorney-In-Fact for Andrew J. Passen  
12/19/2011

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 2008 Restricted Stock Grant - 25% vest on 6/18/2010; 25% vest on 6/18/2011; and 50% vest on 6/18/2012.
- (2) 2009 Restricted Stock Grant - 25% vest on 4/21/2011; 25% vest on 4/21/2012; and 50% vest on 4/21/2013.
- (3) 2010 Restricted Stock Grant - 25% vest on 4/14/2012; 25% vest on 4/14/2013; and 50% vest on 4/14/2014.
- (4) 2011 Restricted Stock Grant - 25% vest on 4/13/2013; 25% vest on 4/13/2014; and 50% vest on 4/13/2015.
- (5) Shares are held in street account with Wells Fargo.
- (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.

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- (8) 2008 Stock Option Grant - 25% exercisable 6/18/2010; 25% exercisable 6/18/2011; and 50% exercisable 6/18/2012.
- (9) 2009 Stock Option Grant - 25% exercisable 4/21/2011; 25% exercisable 4/21/2012; and 50% exercisable 4/21/2013.
- (10) 2010 Stock Option Grant - 25% exercisable 4/14/2012; 25% exercisable 4/14/2013; and 50% exercisable 4/14/2014.
- (11) 2011 Stock Option Grant - 25% exercisable 4/13/2013; 25% exercisable 4/13/2014; and 50% exercisable 4/13/2015.

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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