Passen Andrew J Form 4 April 24, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

OMB APPROVAL

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SECURITIES

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

5. Relationship of Reporting Person(s) to 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Passen Andrew J Issuer Symbol FOREST CITY ENTERPRISES INC (Check all applicable) [FCEA/FCEB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title _ Other (specify (Month/Day/Year) below) 50 PUBLIC SQUARE, SUITE 1100 04/21/2013 Exec VP - Human Resources (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CLEVELAND, OH 44113 Person (C:+-) (Ctata) (7:m)

(City)	(State)	^(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Class A Common Stock	04/21/2013		F	1,563	D	\$ 17.22	0	D (1)	
Class A Common Stock							2,322	D (2)	
Class A Common Stock							4,317	D (3)	
Class A Common							7,919	D (4)	

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Stock

Class A
Common 6,632 D (5)
Stock
Class A
Common 27,063 D (6)
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)

Option Grant (right to buy) 2007 Stock Option Grant (right to buy) 2008 Stock Option Grant (right to buy) 2008 Stock Option Grant (right to buy) 2009 Stock Option Grant (right to buy) 2009 Stock Option Grant (right to buy) 2009 Stock Option Grant (right to buy) 2010 Stock Option Grant (\$ 15.89) Class Committed Committe	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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable Date (Month/Day/Year)	•	7. Title and A Underlying S (Instr. 3 and	Secui
Option Grant (right to buy) \$ 46.37 (right to buy) 04/04/2008(7) 04/04/2016 Class Common Comm					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Option Grant (right to buy) \$ 65.35 03/29/2009(8) 03/29/2017 Class Common Commo	Option Grant	\$ 46.37					04/04/2008(7)	04/04/2016	Class A Common	17
Option Grant (right to buy) \$ 36.38 06/18/2010(9) 06/18/2018 Class Common Commo	Option Grant	\$ 65.35					03/29/2009(8)	03/29/2017	Class A Common	17
Option Grant \$ 7.8 (right to buy) 2010 Stock Option Grant \$ 15.89 04/21/2011(10) 04/21/2019 Clas Comm	Option Grant	\$ 36.38					06/18/2010(9)	06/18/2018	Class A Common	8,
Option Grant \$ 15.89 04/14/2012(11) 04/14/2020 Clas	Option Grant	\$ 7.8					04/21/2011(10)	04/21/2019	Class A Common	4,
	Option Grant	\$ 15.89					04/14/2012(11)	04/14/2020	Class A Common	7,
\$ 17.72 04/13/2013 <u>(12)</u> 04/13/2021		\$ 17.72					04/13/2013(12)	04/13/2021		9.

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2011 Stock Option Grant (right to buy)				Class A Common	
2012 Performance Shares	\$ 0	12/31/2015	08/08/1988(13)	Class A Common	7
2013 Performance Shares	\$ 0	12/31/2016	08/08/1988(14)	Class A Common	6

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer

Passen Andrew J 50 PUBLIC SQUARE, SUITE 1100 CLEVELAND, OH 44113

Exec VP - Human Resources

Other

Signatures

Geralyn M. Presti, Attorney-In-Fact for Andrew J. Passen

04/24/2013

**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) 2009 Restricted Stock Grant 25% vest on 4/21/2011; 25% vest on 4/21/2012; and 50% vest on 4/21/2013. Of the 4,755 shares that vested, 1,563 shares were withheld to cover taxes, and the remaining 3,192 were transferred to the brokerage account. See footnote 6.
- (2) 2010 Restricted Stock Grant 25% vest on 4/14/2012; 25% vest on 4/14/2013; and 50% vest on 4/14/2014.
- (3) 2011 Restricted Stock Grant 25% vest on 4/13/2013; 25% vest on 4/13/2014; and 50% vest on 4/13/2015.
- (4) 2012 Restricted Stock Grant 25% vest on 4/11/2014; 25% vest on 4/11/2015; and 50% vest on 4/11/2016.
- (5) 2013 Restricted Stock Grant 25% vest on 4/08/2015; 25% vest on 4/08/2016; and 50% vest on 4/08/2017.
- (6) Shares are held in street account with Wells Fargo.
- (7) 2006 Stock Option Grant 25% exercisable 4/04/2008; 25% exercisable 4/04/2009; and 50% exercisable 4/04/2010.
- (8) 2007 Stock Option Grant 25% exercisable 3/29/2009; 25% exercisable 3/29/2010; and 50% exercisable 3/29/2011.
- (9) 2008 Stock Option Grant 25% exercisable 6/18/2010; 25% exercisable 6/18/2011; and 50% exercisable 6/18/2012.
- (10) 2009 Stock Option Grant 25% exercisable 4/21/2011; 25% exercisable 4/21/2012; and 50% exercisable 4/21/2013.
- (11) 2010 Stock Option Grant 25% exercisable 4/14/2012; 25% exercisable 4/14/2013; and 50% exercisable 4/14/2014.
- (12) 2011 Stock Option Grant 25% exercisable 4/13/2013; 25% exercisable 4/13/2014; and 50% exercisable 4/13/2015.

Performance Shares Award - granted 4/11/2012 - performance period is from February 1, 2012 to December 31, 2015. Awards will be available to the grantee at the end of the performance period provided that certain performance criteria are met. The actual number of shares earned could range from 0 to 200% of the number of Performance Shares granted. Fair market value on date of grant is \$14.74 per share. There is no fixed expiration date.

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Performance Shares Award - granted 4/08/2013 - performance period is from February 1, 2013 to December 31, 2016. Awards will be available to the grantee at the end of the performance period provided that certain performance criteria are met. The actual number of shares earned could range from 0 to 200% of the number of Performance Shares granted. Fair market value on date of grant is \$17.60 per share. There is no fixed expiration date.

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.