

FOREST CITY ENTERPRISES INC  
Form 8-K  
August 17, 2010

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

**FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported): August 11, 2010  
Forest City Enterprises, Inc.**

(Exact name of registrant as specified in its charter)

Ohio	1-4372	34-0863886
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Terminal Tower, 50 Public Square Suite 1100, Cleveland, Ohio	44113
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(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code: <u>216-621-6060</u>	
Not Applicable	

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective August 11, 2010, the Board of Directors ( Board ) of Forest City Enterprises, Inc. ( Company ), amended Article II, Section 1 of the Company s Code of Regulations to increase the maximum number of directors on the Board from fifteen (15) to sixteen (16). The Board currently has fourteen (14) directors.

Item 9.01 Exhibits.

(d) Exhibits

The following exhibits are furnished herewith.

Exhibit  
Number

Description

3.1 Amendment to Article II, Section 1 of the Forest City Enterprises, Inc. Code of Regulations

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOREST CITY ENTERPRISES, INC.

By: /s/ ROBERT G. O BRIEN

Name: Robert G. O Brien

Title: Executive Vice President and  
Chief Financial Officer

Date: August 17, 2010

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EXHIBIT INDEX

Exhibit Number	Description
3.1	Amendment to Article II, Section 1 of the Forest City Enterprises, Inc. Code of Regulations