

FOREST CITY ENTERPRISES INC
Form 8-A12B
February 10, 2004

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOREST CITY ENTERPRISES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

OHIO

34-0863886

(State of incorporation or organization)

(I.R.S. Employer
Identification No.)

TERMINAL TOWER, 50 PUBLIC SQUARE
CLEVELAND, OHIO

44113

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

Securities Act registration statement file number to which this form relates:
REGISTRATION NO. 333-87378

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered:	Name of each exchange on which each class is to be registered:
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7.375% SENIOR NOTES DUE 2034	NEW YORK STOCK EXCHANGE, INC.

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

(Title of Class)

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the securities to be registered hereby is included in a prospectus supplement filed by the Registrant pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended (the "Securities Act"), on February 4, 2004, in connection with the registration of such securities under the Securities Act pursuant to a Registration Statement on Form S-3 (File No. 333-87378), as amended from time to time. Such prospectus supplement shall be deemed to be incorporated by reference herein.

ITEM 2. EXHIBITS.

The following exhibits are filed as part of this registration statement on Form 8-A.

- 3.1 Amended Articles of Incorporation adopted as of October 11, 1983 (filed as Exhibit 3.1 to the Registrant's Form 10-Q for the quarter ended October 31, 1983 (File No. 1-4372), and incorporated herein by reference).
- 3.2 Certificate of Amendment by Shareholders to the Articles of Incorporation of Forest City Enterprises, Inc. dated June 24, 1997 (filed as Exhibit 4.14 to the Registrant's Registration Statement on Form S-3 (Registration No. 333-41437), and incorporated herein by reference).
- 3.3 Certificate of Amendment by Shareholders to the Articles of Incorporation of Forest City Enterprises, Inc. dated June 16, 1998 (filed as Exhibit 4.3 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-61925), and incorporated herein by reference).
- 4.1 Indenture, dated as of May 19, 2003, between Forest City Enterprises, Inc., as issuer, and The Bank of New York, as trustee (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 20, 2003, and incorporated herein by reference).
- 4.2 Form of 7.375% Senior Note Due 2034 (filed herewith).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: February 9, 2004

FOREST CITY ENTERPRISES, INC.

By: /S/ THOMAS G. SMITH

Name: Thomas G. Smith
Title: Executive Vice President,

Chief Financial
Officer and Secretary