

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2012-12-18**
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ISSUER

FOREST CITY ENTERPRISES INC

CIK: **38067** | IRS No.: **340863886** | State of Incorporation: **OH** | Fiscal Year End: **1231**
SIC: **6512** Operators of nonresidential buildings

Mailing Address
*1100 TERMINAL TOWER
50 PUBLIC SQUARE
CLEVELAND OH 44113*

Business Address
*1100 TERMINAL TOWER
50 PUBLIC SQ
CLEVELAND OH 44113
216-621-6060*

REPORTING OWNER

COWEN SCOTT S

CIK: **1111142**
Type: **4** | Act: **34** | File No.: **001-04372** | Film No.: **13528376**

Mailing Address
*7-6823 ST CHARLES AVE
NEW ORLEANS LA 70118*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person COWEN SCOTT S			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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2012			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
218 GIBSON HALL, TULANE UNIVERSITY, 6823 ST. CHARLES AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) NEW ORLEANS, LA 70118								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/18/2012		<u>G</u>	<u>V</u>	1,585	D	\$ 0	14,606	D ⁽¹⁾	
Class A Common Stock	01/10/2013		<u>M</u>		21,600	A	\$15.5	36,206	D ⁽¹⁾	
Class A Common Stock	01/10/2013		<u>S</u>		21,600	D	\$17	14,606	D ⁽¹⁾	
Class A Common Stock								1,678	D ⁽²⁾	
Class A Common Stock								3,762	D ⁽³⁾	
Class A Common Stock								6,784	D ⁽⁴⁾	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
2003 Stock	\$15.5	01/10/2013		<u>M</u>		21,600		03/17/2005 ⁽⁵⁾	03/17/2013	Class A Common	\$ 0	0	D	

Option Grant (right to buy)														
2005 Stock Option Grant (right to buy)	\$31.75						04/06/2007 ⁽⁶⁾	04/06/2015	Class A Common	10,800		10,800	D ⁽⁶⁾	
2006 Stock Option Grant (right to buy)	\$46.37						04/04/2008 ⁽⁷⁾	04/04/2016	Class A Common	10,800		10,800	D ⁽⁷⁾	
2007 Stock Option Grant (right to buy)	\$65.35						03/29/2009 ⁽⁸⁾	03/29/2017	Class A Common	10,800		10,800	D ⁽⁸⁾	
2009 Stock Option Grant (right to buy)	\$7.8						04/21/2010	04/21/2019	Class A Common	10,966		10,966	D ⁽⁹⁾	

Explanation of Responses:

1. Shares are held in street account. Adjusting total to reflect correct number of shares, 30 shares were erroneously added due to a typographical error in a previous report.
2. 2010 Restricted Stock Grant - 33.33% vest on 4/14/2011; 33.33% vest on 4/14/2012; and 33.33% vest on 4/14/2013. 1,678 shares vested on 4/14/2012 and were moved to brokerage account. See footnote #1.
3. 2011 Restricted Stock Grant - 33.33% vest on 4/13/2012; 33.33% vest on 4/13/2013; and 33.33% vest on 4/13/2014. 1,881 shares vested on 4/13/2012 and were moved to brokerage account. See footnote #1.
4. 2012 Restricted Stock Grant - 33.33% vest on 4/11/2013; 33.33% vest on 4/11/2014; and 33.33% vest on 4/11/2015.
5. 2003 Stock Option Grant - 25% exercisable 3/17/2005; 25% exercisable 3/17/2006; and 50% exercisable 3/17/2007.
6. 2005 Stock Option Grant - 25% exercisable 4/06/2007; 25% exercisable 4/06/2008; and 50% exercisable 4/06/2009.
7. 2006 Stock Option Grant - 25% exercisable on 4/04/2008; 25% exercisable on 4/04/2009; and 50% exercisable on 4/04/2010.
8. 2007 Stock Option Grant - 25% exercisable on 3/29/2009; 25% exercisable on 3/29/2010; and 50% exercisable on 3/29/2011.
9. 2009 Stock Option Grant - 33.33% exercisable 4/21/2010; 33.33% exercisable 4/21/2011; and 33.33% exercisable 4/21/2012.

Signatures

Geralyn M. Presti, Attorney-In-Fact for Scott S. Cowen

** Signature of Reporting Person

01/14/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

SEC FORMS 4 & 5

POWER OF ATTORNEY

The undersigned, designated by the Board of Directors as a Section 16 Company Insider, hereby constitutes and appoints Thomas G. Smith, Geralyn M. Presti and Patricia A. Comai, with full power of substitution and resubstitution, as attorney of the undersigned, their name, place and stead, to sign and file under the Securities Exchange Act of 1934, Section 16 Reporting Forms, and any and all amendments thereto, to be filed with the Securities and Exchange Commission pertaining to such filing, with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, hereby ratifying and approving the act of said attorney and any such substitute.

EFFECTIVE as of October 25, 2002.

By: /s/ Scott S. Cowen
 Scott S. Cowen