

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2012-12-20**  
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([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **PRESTI GERALYN M**

CIK: **1217457**

Type: **4** | Act: **34** | File No.: **001-04372** | Film No.: **13528730**

Mailing Address

*50 PUBLIC SQUARE SUITE  
1160*

*CLEVELAND OH 44113*

### ISSUER

#### **FOREST CITY ENTERPRISES INC**

CIK: **38067** | IRS No.: **340863886** | State of Incorp.: **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*

# 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 <b>PRESTIGERALYN M</b>			2. Issuer Name and Ticker or Trading Symbol <b>FOREST CITY ENTERPRISES INC [FCEA/ FCEB]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Exec. V.P.; Sec &amp; Gen Counsel</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/20/2012</b>					
50 PUBLIC SQUARE, SUITE 1100								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
CLEVELAND, OH 44113								
(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)			
Class A Common Stock							3,698	D <sup>(1)</sup>	
Class A Common Stock							3,251	D <sup>(2)</sup>	
Class A Common Stock							5,248	D <sup>(3)</sup>	
Class A Common Stock							7,220	D <sup>(4)</sup>	
Class A Common Stock	12/20/2012		G	V	1,767	D	\$ 0	7,800	D <sup>(5)</sup>
Class A Common Stock	12/26/2012		G	V	62	D	\$ 0	7,738	D <sup>(5)</sup>
Class A Common Stock	01/10/2013		M		1,810	A	\$15.5	9,548	D <sup>(5)</sup>
Class A Common Stock	01/10/2013		S		400	D	\$16.961	9,148	D <sup>(5)</sup>
Class A Common Stock	01/10/2013		S		1,410	D	\$16.962	7,738	D <sup>(5)</sup>

**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	Title	Amount or Number of Shares				
2003 Stock option Grant (right to buy)	\$15.5	01/10/2013		M			1,810	03/17/2005 <sup>(6)</sup>	03/17/2013	Class A Common	1,810	\$ 0	0	D <sup>(6)</sup>	
2005 Stock Option Grant (right to buy)	\$31.75							04/06/2007 <sup>(7)</sup>	04/06/2015	Class A Common	15,000		15,000	D <sup>(7)</sup>	

2006 Stock Option Grant (right to buy)	\$46.37						04/04/2008 <sup>(8)</sup>	04/04/2016	Class A Common	15,000		15,000	D <sup>(8)</sup>		
2007 Stock Option Grant (right to buy)	\$65.35						03/29/2009 <sup>(9)</sup>	03/29/2017	Class A Common	15,000		15,000	D <sup>(9)</sup>		
2008 Stock Option Grant (right to buy)	\$36.38						06/18/2010 <sup>(10)</sup>	06/18/2018	Class A Common	6,891		6,891	D <sup>(10)</sup>		
2009 Stock Option Grant (right to buy)	\$7.8						04/21/2011 <sup>(11)</sup>	04/21/2019	Class A Common	3,446		3,446	D <sup>(11)</sup>		
2010 Stock Option Grant (right to buy)	\$15.89						04/14/2012 <sup>(12)</sup>	04/14/2020	Class A Common	6,894		6,894	D <sup>(12)</sup>		
2011 Stock Option Grant (right to buy)	\$17.72						04/13/2013 <sup>(13)</sup>	04/13/2021	Class A Common	8,302		8,302	D <sup>(13)</sup>		
2012 Performance Shares	\$ 0						12/31/2015	08/08/1988 <sup>(14)</sup>	Class A Common	7,220		7,220	D <sup>(14)</sup>		
Class B Common - Convertible <sup>(15)</sup>	\$ 0 <sup>(15)</sup>	01/10/2013					1,236.2125	08/08/1988	08/08/1988	Common Stock	1,236.2125	\$18.4291	0	I	401k Plan <sup>(16)</sup>

**Explanation of Responses:**

- 2009 Restricted Stock Grant - 25% vest on 4/21/2011; 25% vest on 4/21/2012; and 50% vest on 4/21/2013.
- 2010 Restricted Stock Grant - 25% vest on 4/14/2012; 25% vest on 4/14/2013; and 50% vest on 4/14/2014.
- 2011 Restricted Stock Grant - 25% vest on 4/13/2013; 25% vest on 4/13/2014; and 50% vest on 4/13/2015.
- 2012 Restricted Stock Grant - 25% vest on 4/11/2014; 25% vest on 4/11/2015; and 50% vest on 4/11/2016.
- Shares held in street account with Securities America. Shares from DRS account with transfer agent Wells Fargo were moved to this account.
- 2003 Stock Option Grant - 25% exercisable 3/17/2005; 25% exercisable 3/17/2006; and 50% exercisable 3/17/2007.
- 2005 Stock Option Grant - 25% exercisable 4/06/2007; 25% exercisable 4/06/2008; and 50% exercisable 4/06/2009.
- 2006 Stock Option Grant - 25% exercisable 4/04/2008; 25% exercisable 4/04/2009; and 50% exercisable 4/04/2010.
- 2007 Stock Option Grant - 25% exercisable 3/29/2009; 25% exercisable 3/29/2010; and 50% exercisable 3/29/2011.
- 2008 Stock Option Grant - 25% exercisable 6/18/2010; 25% exercisable 6/18/2011; and 50% exercisable 6/18/2012.
- 2009 Stock Option Grant - 25% exercisable 4/21/2011; 25% exercisable 4/21/2012; and 50% exercisable 4/21/2013.
- 2010 Stock Option Grant - 25% exercisable 4/14/2012; 25% exercisable 4/14/2013; and 50% exercisable 4/14/2014.
- 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.
- Stocks are convertible from Class B to Class A on a 1-for-1 basis.
- Class B Common Stock - 401k account - Held indirect. Adjusted for excess contribution.

**Signatures**

Geralyn M. Presti, Executive Vice President, Secretary & General Counsel

\*\* 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.

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