

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2003-02-08**
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

SMITH THOMAS G

CIK: **1217458**
Type: **4**

Mailing Address
*50 PUBLIC SQUARE SUITE
1160
CLEVELAND OH 44113*

SUBJECT COMPANY

FOREST CITY ENTERPRISES INC

CIK: **38067** | IRS No.: **340863886** | State of Incorporation: **OH** | Fiscal Year End: **0131**
Type: **4** | Act: **34** | File No.: **001-04372** | Film No.: **03547343**
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*

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

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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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* Smith, Thomas G.		2. Issuer Name and Ticker or Trading Symbol Forest City Enterprises, Inc. FCE A/FCE B		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Off., Executive V. P. and Secretary	
(Last) (First) (Middle) 50 Public Square, Suite 1100		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 02/10/03	
(Street) Cleveland, OH 44113		5. If Amendment, Date of Original (Month/Day/Year)		7. 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	

(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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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								108.4040 ⁽¹⁾	D	
Class A Common Stock	02/07/03		S		5,175	D	\$32.55	0 ⁽²⁾	D	
Class B Common Stock								765.8358 ⁽³⁾	D	

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).

FORM 4 (continued)

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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 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				
1996 Stock Option Grant (right to buy)	9.583							9/10/98 (4)	9/10/06	Class A Common	5,175		5,175	D	
1998 Stock Option Grant (right to buy)	19.00							3/18/00 (5)	3/18/08	Class A Common	14,376		10,566	D	
1999 Stock Option Grant (right to buy)	14.917							4/8/01 (6)	4/9/09	Class A Common	16,200		10,800	D	
2001 Stock Option grant (right to buy)	28.533							3/8/03 (7)	3/8/11	Class A Common	21,600		21,600	D	

Explanation of Responses:

- (1) 401(k) Plan.
- (2) Stocks held directly in Mr. Smith's name.
- (3) 401(k) Plan.
- (4) 1996 Stock Option Grant - 25% exercisable on 9/10/98, 25% exercisable on 9/10/99, 50% exercisable on 9/10/00.
- (5) 1998 Stock Option Grant - 25% exercisable on 3/18/00, 33% exercisable on 3/18/01, 42% exercisable on 3/18/02.
- (6) 1999 Stock Option Grant - 25% exercisable on 4/8/01, 25% exercisable on 4/8/01, 25% exercisable on 4/8/02, 50% exercisable on 4/8/03.
- (7) 2001 Stock Option Grant - 25% exercisable on 3/8/03, 25% exercisable on 3/8/04, 50% exercisable on 3/8/05.

By: /s/ **Geralyn M. Presti**
Geralyn M. Presti, Attorney-In-Fact for Chief Financial Officer, Executive Vice President, Secretary
 **Signature of Reporting Person

02/
10/
03
 Date

****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 Gerayln 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/ Thomas G. Smith