

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-06-10** | Period of Report: **2013-06-07**
SEC Accession No. [0001217453-13-000003](#)

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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

KANE LINDA M

CIK: **1217453**
Type: **4** | Act: **34** | File No.: **001-04372** | Film No.: **13903850**

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

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	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

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 KANE LINDA M			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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr VP & Treasurer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/07/2013					
50 PUBLIC SQUARE, SUITE 1100			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		
(Street) 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)	Price			
Class A Common Stock								2,063.838	I	401k Plan ⁽¹⁾
Class A Common Stock								1,709	D ⁽²⁾	
Class A Common Stock								2,946	D ⁽³⁾	
Class A Common Stock								5,124	D ⁽⁴⁾	
Class A Common Stock								4,377	D ⁽⁵⁾	
Class A Common Stock	06/07/2013		<u>S</u>		5,688		D	\$18.33	7,253	D ⁽⁶⁾

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					
2005 Stock Option Grant (right to buy)	\$31.75							04/06/2007 ⁽⁷⁾	04/06/2015	Class A Common	11,250	11,250	D ⁽⁷⁾	
2006 Stock Option	\$46.37							04/04/2008 ⁽⁸⁾	04/04/2016	Class A Common	15,000	15,000	D ⁽⁸⁾	

Grant (right to buy)														
2007 Stock Option Grant (right to buy)	\$65.35						03/29/2009 ⁽⁹⁾	03/29/2017	Class A Common	15,000		15,000	D ⁽⁹⁾	
2008 Stock Option Grant (right to buy)	\$36.38						06/18/2010 ⁽¹⁰⁾	06/18/2018	Class A Common	6,522		6,522	D ⁽¹⁰⁾	
2010 Stock Option Grant (right to buy)	\$15.89						04/14/2012 ⁽¹¹⁾	04/14/2020	Class A Common	5,437		5,437	D ⁽¹¹⁾	
2011 Stock Option Grant (right to buy)	\$17.72						04/13/2013 ⁽¹²⁾	04/13/2021	Class A Common	6,213		6,213	D ⁽¹²⁾	
Class B Common - Convertible ⁽¹³⁾	\$ 0						08/08/1988 ⁽¹⁶⁾	08/08/1988 ⁽¹⁶⁾	Common Stock	1,734.9917		1,734.9917	I	401k Plan ⁽¹⁷⁾
2012 Performance Shares	\$ 0						12/31/2015	08/08/1988 ⁽¹⁴⁾	Class A Common	5,124		5,124	D ⁽¹⁴⁾	
2013 Performance Shares	\$ 0						12/31/2016	08/08/1988 ⁽¹⁵⁾	Class A Common	4,146		4,146	D ⁽¹⁵⁾	

Explanation of Responses:

- Class A Common Stock - 401k account - Held Indirect.
- 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.
- 2013 Restricted Stock Grant - 25% vest on 4/08/2015; 25% vest on 4/08/2016; and 50% vest on 4/08/2017.
- Shares are held in a street account. The following restricted shares vested and were transferred to this account: 3,501 shares vested 4/21/2013; 855 shares vested 4/14/2013 and 981 shares vested 4/13/2013.
- 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 on 4/04/2008; 25% exercisable on 4/04/2009; and 50% exercisable on 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.
- 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.
- Stocks are convertible from Class B to Class A on a 1-for-1 basis.
- 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.
- Performance Shares Award - granted 4/08/2013 - performance period is from February 1, 2013 to December 31, 2016. 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 \$17.60 per share. There is no fixed expiration date.
- Immediate - stocks are convertible at any time, there is no fixed exercisable date or expiration date.
- Class B Common Stock - 401k account - Held indirect.

Signatures

Geralyn M. Presti, Attorney-In-Fact for Linda Kane

** Signature of Reporting Person

06/10/2013

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 Gerayln M. Presti, J. Matthew Shady 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, any and all amendments and apply for EDGAR Access Codes as required 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 February 25, 2013.

By: \s\ Linda M. Kane
 Linda M. Kane