HOCHBERG ELAINE

Form 4

December 07, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **HOCHBERG ELAINE**

5. Relationship of Reporting Person(s) to Issuer

Symbol

FOREST LABORATORIES INC

2. Issuer Name and Ticker or Trading

(Check all applicable)

[FRX]

(Last)

(City)

Common

Stock

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

C/O FOREST LABORATORIES.

12/05/2011

below) EVP and CCO

(State)

12/05/2011

4. If Amendment, Date Original

3.

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Street)

INC., 909 THIRD AVENUE

NEW YORK, NY 10022

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V (D) Price Amount

(1)

23,850 A

\$0 A $177,582 \frac{(2)}{2}$ D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to	\$ 29.995	12/05/2011		A	81,200	12/05/2012(3)	12/04/2021	Common Stock	81,200

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOCHBERG ELAINE C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022

EVP and CCO

Signatures

Buy)

/s/ Elaine Hochberg 12/07/2011

**Signature of Date Reporting Person

Explanation of Responses:

- * 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).
- These shares of common stock are issued under the Company's 2007 Equity Incentive Plan and are subject to a risk of forfeiture, which lapses as to 33% of the shares on the first anniversary, 33% of the shares on the second anniversary and 34% of the shares on the third anniversary of the grant date (December 5, 2011).
- (2) This amount includes shares of common stock which are subject to a risk of forfeiture.
- (3) The option becomes exercisable as to 25% of the shares covered by the option on each of the first four anniversaries of the grant date (December 5, 2011).
- (4) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2