

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

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Estimated average burden

hours per response: 0.5

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
BACON KENNETH J			Forest City Realty Trust, Inc. [ FCEA ]		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last) (First) (Middle) 540 WISCONSIN AVENUE SUITE 410 (Street) CHEVY CHASE MD 20815 (City) (State) (Zip)			3. Date of Earliest Transaction (Month/Day/Year) 12/07/2018		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
			4. If Amendment, Date of Original Filed (Month/Day/Year)			

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	12/07/2018		D <sup>(6)</sup>		27,669	D	(6)	0	D <sup>(1)</sup>	
Class A Common Stock	12/07/2018		D <sup>(7)</sup>		5,432	D	(7)	0	D <sup>(2)</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: 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				
2013 Stock Option Grant (right to buy)	\$17.6	12/07/2018		D <sup>(8)</sup>			4,557	04/08/2014 <sup>(3)</sup>	04/08/2023	Class A Common	4,557	(8)	0	D <sup>(3)</sup>	
2014 Stock Option Grant (right to buy)	\$18.73	12/07/2018		D <sup>(8)</sup>			2,371	03/28/2015 <sup>(4)</sup>	03/28/2024	Class A Common	2,371	(8)	0	D <sup>(4)</sup>	
2015 Stock Option Grant (right to buy)	\$24.62	12/07/2018		D <sup>(8)</sup>			7,060	03/26/2016 <sup>(5)</sup>	03/26/2025	Class A Common	7,060	(8)	0	D <sup>(5)</sup>	

## Explanation of Responses:

- Shares are held by transfer agent in a direct registration account.
- 2018 Restricted Stock Grant pursuant to Forest City Realty Trust, Inc. 1994 Stock Plan - 100% vest on 6/20/2019.
- 2013 Stock Option Grant - 33.33% exercisable 4/08/2014; 33.33% exercisable 4/08/2015; and 33.33% exercisable 4/08/2016.
- 2014 Stock Option Grant - 100% exercisable 3/28/2015;
- 2015 Stock Option Grant - 100% exercisable 3/26/2016.
- Pursuant to a Merger Agreement dated 7/30/2018, among issuer, Antlia Holdings, LLC and Antlia Merger Sub Inc. (the "Merger Agreement"), on December 7, 2018 at the effective time of the Merger (the "Effective Time"), all shares held as of the Effective Time entitled the holder to receive a cash payment of \$25.35 per share (the "Merger Consideration") without interest.

7. At the Effective Time of the Merger, pursuant to the terms of the Merger Agreement, the unvested restricted shares outstanding immediately prior to the Effective Time automatically vested and entitled the holder to receive a cash payment of the Merger Consideration (as defined above), without interest and less any applicable tax withholdings.

8. At the Effective Time of the Merger, these stock options were cancelled and entitled the holder to receive a cash payment of the product of (a) the difference between Merger Consideration (as defined above) and the per share exercise price of the stock option, multiplied by (b) the number of shares subject to the stock option, without interest and less any applicable tax withholdings.

**Remarks:**

J. Matthew Shady, Attorney-  
In-Fact for Kenneth J. Bacon

12/07/2018

\*\* Signature of Reporting Person      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.**

POWER OF ATTORNEY

The undersigned, designated by the Board of Directors as a Section 16 Company Insider, hereby constitutes and appoints Ketan K. Patel, J. Matthew Shady and Maria Tosheva-Nikolova, 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 May 31, 2017.

By: \s\ Kenneth J. Bacon  
Kenneth J. Bacon