OLANOFF LAWRENCE S

Form 4 October 03, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * **OLANOFF LAWRENCE S**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

(Zip)

FOREST LABORATORIES INC

(Check all applicable)

[FRX]

(Last) (First) 3. Date of Earliest Transaction

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

(Month/Day/Year) 12/31/2010

C/O FOREST LABORATORIES.

(Street)

(State)

INC., 909 THIRD AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

D

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

below)

NEW YORK, NY 10022

(City)

Common

Stock

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

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

Securities Beneficially Owned Following Reported

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

(A) Transaction(s) or (Instr. 3 and 4) Price

Code V Amount (D)

12/31/2010

21.250 D D (1)

\$0 $90,190 \stackrel{(2)}{=} \stackrel{(3)}{=}$

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

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 control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
		Derivative			Securities				(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						,
						4, and 5)						
										Amount		
							Date Exercisable	Expiration Date	Title N	or		
										Number		
										of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OLANOFF LAWRENCE S C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022

X

Signatures

/s/ Lawrence S. Olanoff 10/03/2011

**Signature of Reporting Date

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 were issued under the Company's 2007 Equity Incentive Plan (the "Plan") and subject to a risk of (1) forfeiture. In accordance with the terms of the Plan, the Reporting Person forfeited these shares of common stock upon his resignation as President and COO of the Company on December 31, 2010.

The amount of securities beneficially owned following the reported transaction has been adjusted downward to correct an error dating back to the Form 4 filed by the Reporting Person on December 10, 2007 that resulted from inadvertently including 250,000 stock options previously granted to the Reporting Person in the reported number of shares beneficially owned (as opposed to the number of shares actually owned). The total reported in Column 5 also includes the Reporting Person's August 23, 2011 restricted common stock grant of

- actually owned). The total reported in Column 5 also includes the Reporting Person's August 23, 2011 restricted common stock grant of 2,244 shares reported on the Form 4 that was filed with the SEC on August 25, 2011 and therefore reflects the number of shares beneficially owned by the Reporting Person on the date hereof.
- (3) This amount includes shares of common stock which are subject to a risk of forfeiture.

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.

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