

FOREST LABORATORIES INC

Form 4

January 23, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ling Karen

(Last) (First) (Middle)

C/O FOREST LABORATORIES,
INC., 909 THIRD AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
FOREST LABORATORIES INC
[FRX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP-Chief Human Resources Off.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	01/21/2014		A ⁽¹⁾	3,595	A \$ 69.55	3,595	D
Common Stock	01/21/2014		A	6,312 ⁽²⁾	A \$ 0	9,907 ⁽³⁾	D
Common Stock	01/21/2014		A	9,884 ⁽⁴⁾	A \$ 0	19,791 ⁽³⁾	D

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
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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 69.55	01/21/2014		A		20,466		01/21/2015 ⁽⁵⁾	01/20/2024	Common Stock	20,466
Stock Option (Right to Buy)	\$ 69.55	01/21/2014		A		32,051		05/01/2014 ⁽⁷⁾	01/20/2024	Common Stock	32,051
Restricted Stock Units	⁽⁸⁾	01/21/2014		A		12,293		⁽⁹⁾	⁽⁹⁾	Common Stock	12,293

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ling Karen C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022	SVP-Chief Human Resources Off.

Signatures

/s/ Karen Ling 01/23/2014

 Signature of
Reporting Person

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).

(1) Shares purchased from the Company in a 16b-3(d) transaction pursuant to Ms. Ling's letter agreement with the Company dated December 19, 2013.

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- (2) 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 one-third of the shares on each of the first three anniversaries of the grant date (January 21, 2014).
- (3) This amount includes shares of common stock which are subject to a risk of forfeiture.
- These shares of common stock are issued under the Company's 2007 Equity Incentive Plan and are subject to a risk of forfeiture which
- (4) lapses as to 15% of the shares on May 1, 2014, 15% of the shares on December 31, 2014, 30% of the shares on May 1, 2015, 15% of the shares on December 31, 2015 and 25% of the shares on May 1, 2016.
- (5) 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 (January 21, 2014).
- (6) Not Applicable.
- The option becomes exercisable as to 15% of the shares covered by the option on May 1, 2014, 15% of the shares covered by the option
- (7) on December 31, 2014, 30% of the shares covered by the option on May 1, 2015, 15% of the shares covered by the option on December 31, 2015 and 25% of the shares covered by the option on May 1, 2016.
- (8) These restricted stock units are issued under the Company's 2007 Equity Incentive Plan and represent a contingent right to receive one share of the Company's common stock for each stock unit.
- (9) These restricted stock units become exercisable as to 20% of the stock units on July 27th of each of 2018, 2019, 2020, and 2021, 5% of the stock units on July 27, 2022, and the remaining 15% of the stock units on July 27, 2023.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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