FOREST LABORATORIES INC
Form 4
January 23, 2014

FORM 4

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

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

(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)
			Code	V	Amount	(A) or (D)	Price			
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.

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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 Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to Buy)	$ 69.55	01/21/2014		A		20,466		01/21/2015(5)	01/20/2024	Common Stock	20,4
Stock Option (Right to Buy)	$ 69.55	01/21/2014		A		32,051		05/01/2014(7)	01/20/2024	Common Stock	32,0
Restricted Stock Units	(8)	01/21/2014		A		12,293		(9)	(9)	Common Stock	12,2

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.

(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.

(4) 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 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.

(7) 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 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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