

OLANOFF LAWRENCE S

Form 4

December 09, 2008

**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 \*  
OLANOFF LAWRENCE S

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/06/2008

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and COO

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

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

NEW YORK, NY 10022

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                          |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|--------------------------|
|                                       |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)   | Price   |                          |
| Common<br>Stock                       | 06/06/2008                              |   | F                                    |   | 4,180  | D  | \$<br>34.85   | 285,820 <sup>(1)</sup> D |
| Common<br>Stock                       | 12/06/2008                              |   | F                                    |   | 3,635  | D  | \$<br>22.96   | 282,185 D                |
| Common<br>Stock                       | 12/08/2008                              |   | A                                    |   | 80,000<br><sup>(2)</sup>   | A  | \$ 0  | 362,185 <sup>(3)</sup> 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  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 24.12  | 12/08/2008                              |   | A                                       |  | 75,000   |     | 06/08/2009  | 12/07/2018         | Common<br>Stock | 75,000                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| OLANOFF LAWRENCE S<br>C/O FOREST LABORATORIES, INC.<br>909 THIRD AVENUE<br>NEW YORK, NY 10022 | X             |           | President and COO |       |

## Signatures

Lawrence S. Olanoff 12/09/2008

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) This item reports a withholding of shares upon the initial vesting of a restricted stock award which was inadvertently omitted from the Reporting Person's prior reports on Form 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 25% of the shares on the sixth month anniversary, 50% of the shares on the first anniversary and 25% of the shares on the second anniversary of the grant date (December 8, 2008).
- (2) lapses as to 25% of the shares on the sixth month anniversary, 50% of the shares on the first anniversary and 25% of the shares on the second anniversary of the grant date (December 8, 2008).
- (3) This amount includes shares of common stock which are subject to a risk of forfeiture.
- (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.

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