

Zimmerman Joseph
Form 4
May 23, 2013

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zimmerman Joseph

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2013

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP - Chief Compliance Officer

(Street)
NEW YORK, NY 10022

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

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

(City) (State) (Zip)

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 (1)	(A) or (D)	Price	
Common Stock	05/21/2013		A		4,340 (1)	A	\$ 0	30,065 (2) (3) D
Common Stock							37	I

By a
limited
liability
company
(4)

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

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information contained in this form are not
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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 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 37.875	05/21/2013		A	15,800	05/21/2014 ⁽⁵⁾ 05/20/2023	Common Stock	15,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Zimmerman Joseph C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022	VP - Chief Compliance Officer

Signatures

/s/Joseph
Zimmerman 05/23/2013

**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) 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 33% of the shares on May 15, 2014, 33% of the shares on May 15, 2015 and 34% of the shares on May 15, 2016.
The amount of securities beneficially owned following the reported transaction has been adjusted downward to correct the inadvertent
- (2) inclusion of stock withheld in payment of taxes due on the vesting of shares of restricted stock. The error was originally made on a Form 4 filed by the Reporting Person on May 17, 2013.
- (3) This amount includes shares of common stock which are subject to a risk of forfeiture.
These securities are held directly by a limited liability company ("LLC") of which the Reporting Person is a member. The Reporting
- (4) Person disclaims beneficial ownership of the shares held by the LLC, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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- (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 (May 21, 2013).
- (6) 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.

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.