

GOODMAN KENNETH E
Form 4
February 15, 2007

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODMAN KENNETH E

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

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

02/13/2007

(Street)

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 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 or Price | | |
| Common Stock | 02/13/2007 | | M | | 197,932 A \$ 48.34 | 1,144,852 | D |
| Common Stock | 02/13/2007 | | M | | 97,649 A \$ 42.535 | 1,242,501 | D |
| Common Stock | 02/13/2007 | | M | | 2,068 A \$ 48.34 | 1,244,569 | D |
| Common Stock | 02/13/2007 | | M | | 2,482 A \$ 40.29 | 1,247,051 | D |
| Common Stock | 02/13/2007 | | S | | 9,700 D \$ 53.39 | 1,237,351 | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|----------|------------------------|---|
| Common Stock | 02/13/2007 | S | 6,300 | D | \$ 53.38 | 1,231,051 | D |
| Common Stock | 02/13/2007 | S | 10,602 | D | \$ 53.37 | 1,220,449 | D |
| Common Stock | 02/13/2007 | S | 6,100 | D | \$ 53.36 | 1,214,349 | D |
| Common Stock | 02/13/2007 | S | 19,600 | D | \$ 53.35 | 1,194,749 | D |
| Common Stock | 02/13/2007 | S | 3,878 | D | \$ 53.34 | 1,190,871 | D |
| Common Stock | 02/13/2007 | S | 8,420 | D | \$ 53.33 | 1,182,451 | D |
| Common Stock | 02/13/2007 | S | 2,800 | D | \$ 53.32 | 1,179,651 | D |
| Common Stock | 02/13/2007 | S | 5,300 | D | \$ 53.31 | 1,174,351 | D |
| Common Stock | 02/13/2007 | S | 700 | D | \$ 53.3 | 1,173,651 | D |
| Common Stock | 02/13/2007 | S | 2,300 | D | \$ 53.12 | 1,171,351 | D |
| Common Stock | 02/13/2007 | S | 100 | D | \$ 53.11 | 1,171,251 | D |
| Common Stock | 02/13/2007 | S | 6,900 | D | \$ 53.1 | 1,164,351 | D |
| Common Stock | 02/13/2007 | S | 10,900 | D | \$ 53.09 | 1,153,451 | D |
| Common Stock | 02/13/2007 | S | 5,400 | D | \$ 53.08 | 1,148,051 | D |
| Common Stock | 02/13/2007 | S | 1,000 | D | \$ 53.07 | 1,147,051 | D |
| Common Stock | 02/13/2007 | S | 3,800 | D | \$ 53.06 | 1,143,251 | D |
| Common Stock | 02/13/2007 | S | 1,581 | D | \$ 53.05 | 1,141,670 | D |
| Common Stock | 02/13/2007 | S | 3,500 | D | \$ 53.03 | 1,138,170 | D |
| Common Stock | 02/13/2007 | S | 5,300 | D | \$ 53.02 | 1,132,870 | D |
| Common Stock | 02/13/2007 | S | 3,100 | D | \$ 53.01 | 1,129,770 | D |
| | 02/13/2007 | S | 178,300 | D | \$ 53 | 951,470 ⁽¹⁾ | D |

Common
Stock

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

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(9-02)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (Right to Buy) | \$ 48.34 | 02/13/2007 | | M | 197,932 | 06/13/2003 | 12/13/2012 | Common Stock | 197,932 |
| Stock Option (Right to Buy) | \$ 42.535 | 02/13/2007 | | M | 97,649 | 06/13/2005 | 12/13/2014 | Common Stock | 97,649 |
| Stock Option (Right to Buy) | \$ 48.34 | 02/13/2007 | | M | 2,068 | 06/13/2003 | 12/13/2012 | Common Stock | 2,068 |
| Stock Option (Right to Buy) | \$ 40.29 | 02/13/2007 | | M | 2,482 | 06/09/2006 | 12/09/2015 | Common Stock | 2,482 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOODMAN KENNETH E C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022 | X | | | |

Signatures

/s/ Kenneth E.
Goodman

02/14/2007

**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) The Reporting Person beneficially owns 1,051,470 shares which includes options to purchase 100,000 shares.

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