

FOREST LABORATORIES INC
Form 4
October 20, 2005

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)
10/18/2005

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

C/O FOREST LABORATORIES, 909 THIRD AVENUE

(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 | (A) or (D) | Price |
| Common Stock | 10/18/2005 | | M | | 400,000 | A | \$ 5.5235 |
| Common Stock | 10/19/2005 | | S | | 30,300 | D | \$ 34.6 |
| Common Stock | 10/19/2005 | | S | | 1,500 | D | \$ 34.61 |
| Common Stock | 10/19/2005 | | S | | 1,900 | D | \$ 34.63 |
| Common Stock | 10/19/2005 | | S | | 2,000 | D | \$ 34.64 |

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| | | | | | | | |
|--------------|------------|---|---------|---|----------|--------------------------|---|
| Common Stock | | | | | | | |
| Common Stock | 10/19/2005 | S | 3,900 | D | \$ 34.65 | 1,150,935 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 1,900 | D | \$ 34.66 | 1,149,035 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 3,100 | D | \$ 34.67 | 1,145,935 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 6,200 | D | \$ 34.68 | 1,139,735 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 1,400 | D | \$ 34.7 | 1,138,335 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 1,000 | D | \$ 34.71 | 1,137,335 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 9,900 | D | \$ 34.72 | 1,127,435 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 3,900 | D | \$ 34.73 | 1,123,535 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 10,000 | D | \$ 34.75 | 1,113,535 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 2,000 | D | \$ 34.79 | 1,111,535 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 133,100 | D | \$ 34.8 | 978,435 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 9,900 | D | \$ 34.81 | 968,535 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 3,000 | D | \$ 34.83 | 965,535 ⁽¹⁾ | D |
| Common Stock | 10/19/2005 | S | 5,000 | D | \$ 34.84 | 960,535 ⁽¹⁾ | 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 displays a currently valid OMB control number.

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------|-----------|------------|---|-----------|------------------|-----------------------|--------------|----------------------------|
| | | | Code | V (A) (D) | | | | |
| Stock Options (Right to buy) | \$ 5.5235 | 10/18/2005 | M | | 400,000 | 12/15/1995 12/15/2005 | Common Stock | 400,000 |

Reporting Owners

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

Signatures

Kenneth E
Goodman 10/20/2005

 **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 4,260,535 shares which includes options to purchase 3,300,000 shares.

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