COHAN GEORGE S

Form 4 August 11, 2009

FORM 4

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * COHAN GEORGE S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

FOREST LABORATORIES INC

(Check all applicable)

[FRX]

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

X_ Director Officer (give title below)

10% Owner Other (specify

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

(State)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

08/10/2009

X Form filed by One Reporting Person Form filed by More than One Reporting

D

NEW YORK, NY 10022

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D)

Common 08/10/2009 Stock

Price 1,000 \$0 A (1)

 $46,000^{(2)}$

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)

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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. Transactio 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 or Number of Shares
Stock Option (Right to Buy)	\$ 26.245	08/10/2009		A	4,000	02/10/2010	08/09/2019	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COHAN GEORGE S C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022

X

Signatures

/s/ George S. 08/10/2009 Cohan

**Signature of Date Reporting Person

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).
- These shares of common stock are issued under the Company's 2007 Equity Incentive Plan and are subject to a risk of forfeiture, which (1) lapses as to 25% of the shares on the six month anniversary of the grant date (August 10, 2009) and as to 25% of the shares on each of the first three anniversaries of the grant date.
- (2) This amount includes shares of common stock which are subject to a risk of forfeiture.

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.

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