

FOREST LABORATORIES INC
 Form 4
 November 03, 2006

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)
11/02/2006

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

C/O FOREST LABORATORIES, INC., 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 or Price		
Common Stock	11/02/2006		M		8,272 A \$ 12.086	965,357	D
Common Stock	11/02/2006		M		7,604 A \$ 13.1485	972,961	D
Common Stock	11/02/2006		M		2,988 A \$ 33.4532	975,949	D
Common Stock	11/02/2006		M		2,620 A \$ 38.145	978,569	D
Common Stock	11/02/2006		M		2,351 A \$ 42.535	980,920	D

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Common Stock	11/02/2006		M	400,000	A	\$ 5.5313	1,380,920	D
Common Stock	11/02/2006		M	291,728	A	\$ 12.086	1,672,648	D
Common Stock	11/02/2006		M	792,396	A	\$ 13.1485	2,465,044	D
Common Stock	11/02/2006		M	997,012	A	\$ 33.4532	3,462,056	D
Common Stock	11/02/2006		M	397,380	A	\$ 38.145	3,859,436	D
Common Stock	11/02/2006		M	97,518	A	\$ 40.29	3,956,954	D
Common Stock	11/02/2006		S	2,976,034	D	\$ 47.25	980,920 ⁽¹⁾	D

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 of Number of Shares
Stock Option (Right to Buy)	\$ 12.086	11/02/2006		M	8,272	06/18/1999	12/18/2008	Common Stock	8,272
Stock Option (Right to Buy)	\$ 13.1485	11/02/2006		M	7,604	06/17/2000	12/17/2009	Common Stock	7,604
Stock Option (Right to Buy)	\$ 33.4532	11/02/2006		M	2,988	06/15/2001	12/15/2010	Common Stock	2,988

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Stock Option (Right to Buy)	\$ 38.145	11/02/2006	M	2,620	06/14/2002	12/14/2011	Common Stock	2,620
Stock Option (Right to Buy)	\$ 42.535	11/02/2006	M	2,351	06/13/2005	12/13/2014	Common Stock	2,351
Stock Option (Right to Buy)	\$ 5.5313	11/02/2006	M	400,000	06/19/1998	12/19/2007	Common Stock	400,000
Stock Option (Right to Buy)	\$ 12.086	11/02/2006	M	291,728	06/18/1999	12/18/2008	Common Stock	291,728
Stock Option (Right to Buy)	\$ 13.1485	11/02/2006	M	792,396	06/17/2000	12/17/2009	Common Stock	792,396
Stock Option (Right to Buy)	\$ 33.4532	11/02/2006	M	997,012	06/15/2001	12/15/2010	Common Stock	997,012
Stock Option (Right to Buy)	\$ 38.145	11/02/2006	M	397,380	06/14/2002	12/14/2011	Common Stock	397,380
Stock Option (Right to Buy)	\$ 40.29	11/02/2006	M	97,518	06/09/2006	12/09/2015	Common Stock	97,518

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

Kenneth E.
Goodman

11/03/2006

__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 1,381,051 shares which includes options to purchase 400,131 shares.

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.