

FOREST LABORATORIES INC
Form 4
August 14, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PREHN MARY 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)
08/10/2006

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

Vice President-Licensing

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/10/2006		M			23,380	A	\$ 13.1485	28,120	D	
Common Stock	08/10/2006		S			2,400	D	\$ 47.31	25,720	D	
Common Stock	08/10/2006		S			1,000	D	\$ 47.3	24,720	D	
Common Stock	08/10/2006		S			2,080	D	\$ 47.28	22,640	D	
Common Stock	08/10/2006		S			100	D	\$ 47.27	22,540	D	

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Common Stock	08/10/2006	S	900	D	\$ 47.25	21,640	D
Common Stock	08/10/2006	S	1,200	D	\$ 47.24	20,440	D
Common Stock	08/10/2006	S	800	D	\$ 47.23	19,640	D
Common Stock	08/10/2006	S	1,500	D	\$ 47.22	18,140	D
Common Stock	08/10/2006	S	900	D	\$ 47.21	17,240	D
Common Stock	08/10/2006	S	12,500	D	\$ 47.2	4,740 ⁽¹⁾	D

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)

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 or Number of Shares
Stock Option Right to Buy	\$ 13.1485	08/10/2006		M	23,380	12/17/2000 12/17/2009	Common Stock	23,380	

Reporting Owners

Reporting Owner Name / Address	Relationships
PREHN MARY E C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022	Director 10% Owner Officer Other Vice President-Licensing

Signatures

Mary Pehn

08/14/2006

**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 99,360 shares which includes options to purchase 94,620 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.