

HOCHBERG ELAINE
Form 4
January 27, 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 *
HOCHBERG ELAINE

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)
01/25/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP, Marketing

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	01/25/2006		M		23,728	A	\$ 12.086
					103,936	(1)	D
Common Stock	01/25/2006		M		52,604	A	\$ 13.1485
					156,540	(1)	D
Common Stock	01/25/2006		S		62,828	D	\$ 44
					93,712	(1)	D
Common Stock	01/25/2006		S		2,800	D	\$ 44.01
					90,912	(1)	D
	01/25/2006		S		1,700	D	\$ 44.02
					89,212	(1)	D

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Common
Stock

Common Stock 01/25/2006 S 400 D \$ 44.03 88,812 ⁽¹⁾ D

Common Stock 01/25/2006 S 1,000 D \$ 44.05 87,812 ⁽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 or Number of Shares
Stock Options (Right to buy)	\$ 12.086	01/25/2006		M	23,728	12/18/1998	12/18/2008	Common Stock	23,728
Stock Options (Right to buy)	\$ 13.1485	01/25/2006		M	52,604	12/17/1999	12/17/2009	Common Stock	52,604

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOCHBERG ELAINE
C/O FOREST LABORATORIES
909 THIRD AVENUE
NEW YORK, NY 10022

Sr. VP, Marketing

Signatures

Elaine Hochberg

01/26/2006

**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 785,208 shares which includes options to purchase 697,396 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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