

FOREST LABORATORIES INC
 Form 4
 May 12, 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 *
GOLDWASSER DAN L

(Last) (First) (Middle)

C/O FOREST LABORATORIES, 909 THIRD AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FOREST LABORATORIES INC [FRX]

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	05/11/2006		M		16,000 A \$ 4.6016	55,455 ⁽¹⁾	D
Common Stock	05/11/2006		S		1,400 D \$ 40.03	54,055 ⁽¹⁾	D
Common Stock	05/11/2006		S		1,200 D \$ 40.04	52,855 ⁽¹⁾	D
Common Stock	05/11/2006		S		1,500 D \$ 40.05	51,355 ⁽¹⁾	D
	05/11/2006		S		400 D \$ 40.07	50,955 ⁽¹⁾	D

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Common Stock									
Common Stock	05/11/2006	S	2,900	D	\$ 40.08	48,055 <u>(1)</u>	D		
Common Stock	05/11/2006	S	1,400	D	\$ 40.09	46,655 <u>(1)</u>	D		
Common Stock	05/11/2006	S	1,000	D	\$ 40.1	45,655 <u>(1)</u>	D		
Common Stock	05/11/2006	S	800	D	\$ 40.12	44,855 <u>(1)</u>	D		
Common Stock	05/11/2006	S	2,000	D	\$ 40.13	42,855 <u>(1)</u>	D		
Common Stock	05/11/2006	S	1,300	D	\$ 40.14	41,555 <u>(1)</u>	D		
Common Stock	05/11/2006	S	1,500	D	\$ 40.15	40,055 <u>(1)</u>	D		
Common Stock	05/11/2006	S	600	D	\$ 40.17	39,455 <u>(1)</u>	D		
Common Stock	05/12/2006	S	5,300	D	\$ 39.41	34,155 <u>(1)</u>	D		
Common Stock	05/12/2006	S	200	D	\$ 39.42	33,955 <u>(1)</u>	D		
Common Stock	05/12/2006	S	13,500	D	\$ 39.43	20,455 <u>(1)</u>	D		
Common Stock	05/12/2006	S	1,900	D	\$ 39.44	18,555 <u>(1)</u>	D		
Common Stock	05/12/2006	S	1,200	D	\$ 39.45	17,355 <u>(1)</u>	D		
Common Stock	05/12/2006	S	200	D	\$ 39.46	17,155 <u>(1)</u>	D		
Common Stock	05/12/2006	S	1,300	D	\$ 39.47	15,855 <u>(1)</u>	D		
Common Stock	05/12/2006	S	100	D	\$ 39.48	15,755 <u>(1)</u>	D		
Common Stock	05/12/2006	S	4,200	D	\$ 39.49	11,555 <u>(1)</u>	D		
Common Stock	05/12/2006	S	600	D	\$ 39.5	10,955 <u>(1)</u>	D		
Common Stock	05/12/2006	S	500	D	\$ 39.51	10,455 <u>(1)</u>	D		
						21,680	I	Spouse	

Common
Stock

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)	Amount or Number of Shares
Stock Options (Right to buy)	\$ 4.6016	05/11/2006		M	16,000	02/14/1996 08/12/2006	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDWASSER DAN L C/O FOREST LABORATORIES 909 THIRD AVENUE NEW YORK, NY 10022	X			

Signatures

Dan L
Goldwasser 05/12/2006

**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 84,455 shares which includes options to purchase 74,000 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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