Form 4 February 18, 2014

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Synings: January 31,

Expires: 2005
Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Grimm David M			2. Issuer Name and Ticker or Trading Symbol Forestar Group Inc. [FOR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Choon an apphoacto)			
6300 BEE CAVE ROAD, BUILDING TWO, SUITE 500		O, SUITE	(Month/Day/Year) 02/14/2014	Director 10% Owner _X_ Officer (give title Other (specify below) Chief Administrative Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
AUSTIN, TX 78746			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

(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. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	(A) or	d of (D)	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)
Common Stock	02/14/2014		M	3,000 (1)	A	\$ 0	44,061	D	
Common Stock	02/14/2014		D	3,000 (1)	D	\$ 19.02	41,061 (2)	D	
Common Stock							1,000	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	Secur Acqui (A) or	erivative rities nired or osed of r. 3, 4,	Expiration Dat	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar	
Option (right to buy) (3) (4)	\$ 20.26						02/04/2006	02/04/2015	Common Stock	533	
Option (right to buy) (4) (5)	\$ 27.06						02/03/2007	02/03/2016	Common Stock	1,70	
Option (right to buy) (4) (6)	\$ 30.56						02/02/2008	02/02/2017	Common Stock	1,70	
Option (right to buy) (7)	\$ 28.85						02/12/2009	02/12/2018	Common Stock	22,30	
Option (right to buy) (8)	\$ 9.29						02/10/2010	02/10/2019	Common Stock	17,70	
Option (right to buy) (9)	\$ 17.8						02/09/2011	02/09/2020	Common Stock	10,75	
Option (right to buy) (10)	\$ 18.59						02/08/2012	02/08/2021	Common Stock	20,77	
Option (right to buy) (11)	\$ 16.11						02/14/2013	02/14/2022	Common Stock	24,14	
Option (right to buy) (12)	\$ 18.7						02/12/2014	02/12/2023	Common Stock	24,36	
Stock Appreciation Right (13)	\$ 17.8						02/09/2011	02/09/2020	Common Stock	12,62	
Restricted Share Units	(14)	02/14/2014		M		3,000	<u>(14)</u>	(14)	Common Stock	3,00	
Restricted Share Units	(15)						<u>(15)</u>	(15)	Common Stock	2,02	
	<u>(16)</u>						(16)	(16)		5,53	

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Restricted Share Units (16)				Common Stock	
Market Stock Units	(17)	(17)	02/14/2015	Common Stock	12,01
Market Stock Units	<u>(17)</u>	(17)	02/12/2016	Common Stock	11,85
Market Stock Units	<u>(17)</u>	(17)	02/11/2017	Common Stock	7,36

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Grimm David M 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746

Chief Administrative Officer

Signatures

David M. 02/18/2014 Grimm

**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).
- (1) Restricted stock units vested 02/14/2014. Restricted stock units are being settled for cash based on the fair market value on 02/14/2014.
- (2) In accordance with the Rights Agreement adopted by the Company on December 11, 2007, Preferred Stock Purchase Rights are deemed to be attached to the shares of Common Stock.
- Options Vesting Schedule Exercise price of \$20.26: Options Exercisable 02/04/2007 266; Options Exercisable 02/04/2008 133; Options Exercisable 02/04/2009 134.
- (4) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007.
- Options Vesting Schedule Exercise price of \$27.06: Options Exercisable 02/03/2007 427; Options Exercisable 02/03/2008 427; Options Exercisable 02/03/2009 427; and Options Exercisable 02/03/2010 427.
- Options Vesting Schedule Exercise price of \$30.56: Options Exercisable 02/02/2008 427; Options Exercisable 02/02/2009 427; Options Exercisable 02/02/2010 427; and Options Exercisable 02/02/2011 427.
- Options Vesting Schedule for Options Granted 02/12/2008 Exercise price is \$28.85: Options Exercisable 02/12/2009 5,575; Options Exercisable 02/12/2010 5,575; Options Exercisable 02/12/2011 5,575; Options Exercisable 02/12/2012 5,575.
- Vesting schedule for Options granted 02/10/2009 Exercise price is \$9.29: Options Exercisable 02/10/2010 4425; Options Exercisable 02/10/2011 4426; Options Exercisable 02/10/2012 4426; and Options Exercisable 02/10/2013 4426.
- (9) Vesting schedule for Options granted 02/09/2010 Exercise price is \$17.80: Options Exercisable 02/09/2011 2,689; Options Exercisable 02/09/2012 2,689; Options Exercisable 02/09/2013 2,689; and Options Exercisable 02/09/2014 2,690.
- (10) Vesting schedule for Options granted 02/08/2011 Exercise price is \$18.59: Options Exercisable 02/08/2012 5,193; Options Exercisable 02/08/2013 5,193; Options Exercisable 02/08/2014 5,193; and Options Exercisable 02/08/2015 5,193.

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- Vesting schedule for Options granted 02/14/2012 Exercise price is \$16.11: Options Exercisable 02/14/2013 6,035; Options Exercisable 02/14/2014 6,036; Options Exercisable 02/14/2015 6,035; and Options Exercisable 02/14/2016 6,036.
- Vesting schedule for Options granted 02/12/2013 Exercise price is \$18.70: Options Exercisable 02/12/2014 6,091; Options Exercisable 02/12/2015 6,092; Options Exercisable 02/12/2016 6,091; and Options Exercisable 02/12/2017 6,092.
- Vesting schedule for Stock Appreciation Rights (SARs) granted 02/09/2010 Exercise price is \$17.80: SARs Exercisable 02/09/2011 (13) 3,157; SARs Exercisable 02/09/2012 3,157; SARs Exercisable 02/09/2013 3,157; and SARs Exercisable 02/09/2014 3,157. SARs will be settled for cash.
- (14) Restricted share units granted on 02/14/2012 will vest as follows: 3,001 on 02/14/2013; 3,000 on 02/14/2014; 3,000 on 02/14/2015. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (15) Restricted share units granted on 02/12/2013 will vest as follows: 2,028 on 02/12/2014; 2,027 on 02/12/2015; 2,027 on 02/12/2016. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (16) Restricted share units granted on 02/11/2014 will vest as follows: 1,846 on 02/11/2015; 1,845 on 02/11/2016; 1,846 on 02/11/2017. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (17) Number of units received upon vesting will vary depending upon performance of Company stock over the performance period.

 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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