

Forestar Group Inc.  
Form 3  
August 13, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

|   |   |   |   |   |  |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Jehl Charles D</p> <p>(Last) (First) (Middle)</p> <p>6300 BEE CAVE ROAD,Â BUILDING TWO, SUITE 500</p> <p>(Street)</p> <p>AUSTIN,Â TXÂ 78746</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/11/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Forestar Group Inc. [FOR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 45,476   | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|   | Date Exercisable | Expiration Date  | Title        | Amount or Number of Shares | Security          | Direct (D) or Indirect (I) (Instr. 5) |   |
|---|------------------|------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Option (right to buy) <sup>(1)</sup>    | Â <sup>(2)</sup> | 02/03/2016       | Common Stock | 1,708                      | \$ 27.06          | D                                     | Â |
| Option (right to buy) <sup>(1)</sup>    | Â <sup>(2)</sup> | 02/02/2017       | Common Stock | 1,708                      | \$ 30.56          | D                                     | Â |
| Option (right to buy)                   | Â <sup>(2)</sup> | 02/12/2018       | Common Stock | 22,300                     | \$ 28.85          | D                                     | Â |
| Option (right to buy)                   | Â <sup>(2)</sup> | 02/09/2020       | Common Stock | 10,757                     | \$ 17.8           | D                                     | Â |
| Option (right to buy)                   | Â <sup>(2)</sup> | 02/08/2021       | Common Stock | 20,772                     | \$ 18.59          | D                                     | Â |
| Option (right to buy) <sup>(3)</sup>    | 02/14/2013       | 02/14/2022       | Common Stock | 22,532                     | \$ 16.11          | D                                     | Â |
| Option (right to buy) <sup>(4)</sup>    | 02/12/2014       | 02/12/2023       | Common Stock | 19,493                     | \$ 18.7           | D                                     | Â |
| Option (right to buy) <sup>(5)</sup>    | 02/10/2016       | 02/10/2025       | Common Stock | 18,377                     | \$ 14.08          | D                                     | Â |
| Stock Appreciation Right <sup>(6)</sup> | 02/09/2011       | 02/09/2020       | Common Stock | 12,628                     | \$ 17.8           | D                                     | Â |
| Restricted Share Units <sup>(7)</sup>   | Â <sup>(7)</sup> | Â <sup>(7)</sup> | Common Stock | 1,647                      | \$ <sup>(7)</sup> | D                                     | Â |
| Restricted Share Units <sup>(8)</sup>   | Â <sup>(8)</sup> | Â <sup>(8)</sup> | Common Stock | 3,384                      | \$ <sup>(8)</sup> | D                                     | Â |
| Market Stock Units                      | Â <sup>(9)</sup> | 02/12/2016       | Common Stock | 9,485                      | \$ <sup>(9)</sup> | D                                     | Â |
| Market Stock Units                      | Â <sup>(9)</sup> | 02/11/2017       | Common Stock | 5,888                      | \$ <sup>(9)</sup> | D                                     | Â |
| Market Stock Units                      | Â <sup>(9)</sup> | 02/10/2018       | Common Stock | 18,526                     | \$ <sup>(9)</sup> | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Jehl Charles D<br>6300 BEE CAVE ROAD<br>BUILDING TWO, SUITE 500<br>AUSTIN, TX 78746 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

David M. Grimm signing on behalf of Charles  
D. Jehl

08/13/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off effective December 28, 2007.
- (2) Options are fully vested and exercisable as of the date of this report.
- (3) Vesting schedule for Options granted 02/14/2012 - Exercise price is \$16.11: Options Exercisable 02/14/2013 - 5,633; Options Exercisable 02/14/2014 - 5,633; Options Exercisable 02/14/2015 - 5,633; and Options Exercisable 02/14/2016 - 5,633.
- (4) Vesting schedule for Options granted 02/12/2013 - Exercise price is \$18.70: Options Exercisable 02/12/2014 - 4,873; Options Exercisable 02/12/2015 - 4,873; Options Exercisable 02/12/2016 - 4,873; and Options Exercisable 02/12/2017 - 4,874.
- (5) Vesting schedule for Options granted 02/10/2015 - Exercise price is \$14.08: Options Exercisable 02/10/2016 - 4,594; Options Exercisable 02/10/2017 - 4,594; Options Exercisable 02/10/2018 - 4,594; and Options Exercisable 02/10/2019 - 4,595.
- (6) Stock Appreciation Rights (SARs) are fully vested and exercisable as of the date of this report.
- (7) Restricted share units granted on 02/12/2013 will vest on 02/12/2016. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (8) Restricted share units granted on 02/11/2014 will vest as follows: 1,692 on 02/11/2016; 1,692 on 02/11/2017. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (9) Number of shares to be 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. 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.