

Forestar Group Inc.
Form 3
February 12, 2016

FORM 3

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

OMB APPROVAL

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**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)

1. Name and Address of Reporting
Person *

Â Quinley Michael J.
(Last) (First) (Middle)

6300 BEE CAVE
ROAD,Â BUILDING TWO,
SUITE 500

(Street)

AUSTIN,Â TXÂ 78746

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
02/09/2016

3. Issuer Name **and** Ticker or Trading Symbol
Forestar Group Inc. [FOR]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

17,937

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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(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)	Â <u>(1)</u>	02/09/2020	Common Stock	6,659	\$ 17.8	D	Â
Option (right to buy)	Â <u>(1)</u>	02/08/2021	Common Stock	14,837	\$ 18.59	D	Â
Option (right to buy)	Â <u>(1)</u>	02/14/2022	Common Stock	16,094	\$ 16.11	D	Â
Option (right to buy) <u>(2)</u>	02/12/2014	02/12/2023	Common Stock	14,620	\$ 18.7	D	Â
Option (right to buy) <u>(3)</u>	02/10/2016	02/10/2025	Common Stock	18,377	\$ 14.08	D	Â
Option (right to buy) <u>(4)</u>	09/25/2016	09/25/2025	Common Stock	25,650	\$ 13.43	D	Â
Stock Appreciation Right <u>(5)</u>	Â <u>(5)</u>	02/10/2019	Common Stock	25,381	\$ 9.29	D	Â
Stock Appreciation Right <u>(5)</u>	Â <u>(5)</u>	02/09/2020	Common Stock	7,817	\$ 17.8	D	Â
Restricted Share Units <u>(6)</u>	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	2,146	\$ <u>(6)</u>	D	Â
Restricted Share Units <u>(7)</u>	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	4,098	\$ <u>(7)</u>	D	Â
Restricted Share Units <u>(8)</u>	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	12,100	\$ <u>(8)</u>	D	Â
Market Stock Units	Â <u>(9)</u>	02/12/2016	Common Stock	7,114	\$ <u>(9)</u>	D	Â
Market Stock Units	Â <u>(9)</u>	02/11/2017	Common Stock	5,152	\$ <u>(9)</u>	D	Â
Market Stock Units	Â <u>(9)</u>	02/10/2018	Common Stock	18,526	\$ <u>(9)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quinley Michael J. 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746	Â	Â	Â President	Â

Signatures

David M. Grimm signing on behalf of Michael J.
Quinley

02/12/2016

__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) Options are fully vested and exercisable as of the date of this report.
- (2) Vesting schedule for Options granted 02/12/2013 -Exercise price is \$18.70: Options Exercisable 02/12/2014 - 3,655; Options Exercisable 02/12/2015 - 3,655; Options Exercisable 02/12/2016 - 3,655; and Options Exercisable 02/12/2017 - 3,655.
- (3) 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.
- (4) Vesting schedule for Options granted 09/25/2015 - Exercise price is \$13.43, however, options will not be exercisable unless stock price exceeds \$17.50 per share: Options Exercisable 09/25/2016 - 8,550; Options Exercisable 09/25/2017 - 8,550; Options Exercisable 09/25/2018 - 8,550.
- (5) Stock Appreciation Rights (SARs) are fully vested and exercisable as of the date of this report.
- (6) 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.
- (7) Restricted share units granted on 02/11/2014 will vest as follows: 2,049 on 02/11/2016; 2,049 on 02/11/2017. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (8) Restricted share units granted on 09/25/2015 will vest on 09/25/2018. 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.

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