

Forestar Group Inc.
Form 4
February 16, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Grimm David M

(Last) (First) (Middle)

6300 BEE CAVE
ROAD, BUILDING TWO, SUITE
500

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Administrative Officer

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 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. 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)
Common Stock	02/11/2016		M	(A) or (D) Amount (1) \$ 0	57,807	D	
Common Stock	02/11/2016		D	(A) or (D) Amount (1) \$ 8.4	55,962	D	
Common Stock	02/12/2016		M	(A) or (D) Amount (2) \$ 0	57,989	D	
Common Stock	02/12/2016		D	(A) or (D) Amount (2) \$ 8.6	55,962	D	
Common Stock	02/12/2016		M	(A) or (D) Amount (3) \$ 62,311	62,311	D	

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Common Stock	02/12/2016	F	2,073	D	\$ 8.6	60,238	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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SEC 1474
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) <u>(4)</u> <u>(5)</u>	\$ 30.56							02/02/2008	02/02/2017	Common Stock	1,7
Option (right to buy) <u>(6)</u>	\$ 28.85							02/12/2009	02/12/2018	Common Stock	22,3
Option (right to buy) <u>(7)</u>	\$ 17.8							02/09/2011	02/09/2020	Common Stock	10,7
Option (right to buy) <u>(8)</u>	\$ 18.59							02/08/2012	02/08/2021	Common Stock	20,7
Option (right to buy) <u>(9)</u>	\$ 16.11							02/14/2013	02/14/2022	Common Stock	24,1
Option (right to buy) <u>(10)</u>	\$ 18.7							02/12/2014	02/12/2023	Common Stock	24,3
Option (right to buy) <u>(11)</u>	\$ 14.08							02/10/2016	02/10/2025	Common Stock	22,9
Stock Appreciation Right <u>(12)</u>	\$ 17.8							02/09/2011	02/09/2020	Common Stock	12,6
Restricted Share Units (13)	<u>(13)</u>	02/12/2016		M		2,027		<u>(13)</u>	<u>(13)</u>	Common Stock	2,0

Restricted Share Units (14)	(14)	02/11/2016	M	1,845	(14)	(14)	Common Stock	1,8
Restricted Share Units (15)	(15)				(15)	(15)	Common Stock	17,4
Market Stock Units	(16)	02/12/2016	M	11,856	(16)	02/12/2016	Common Stock	11,8
Market Stock Units	(16)				(16)	02/11/2017	Common Stock	7,3
Market Stock Units	(16)				(16)	02/10/2018	Common Stock	23,1

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.
Grimm

02/16/2016

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) Restricted stock units vested 02/11/2016. Restricted stock units are being settled for cash based on the fair market value on 02/11/2016.
- (2) Restricted stock units vested 02/12/2016. Restricted stock units are being settled for cash based on the fair market value on 02/12/2016.
- (3) Represents vesting of previously reported Market Stock Units.
- (4) 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.
- (5) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.

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- (10) 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.
- (11) Vesting schedule for Options granted 02/10/2015 - Exercise price is \$14.08: Options Exercisable 02/10/2016 - 5,742; Options Exercisable 02/10/2017 - 5,743; Options Exercisable 02/10/2018 - 5,743; and Options Exercisable 02/10/2019 - 5,743.
- (12) Vesting schedule for Stock Appreciation Rights (SARs) granted 02/09/2010 - Exercise price is \$17.80: SARs Exercisable 02/09/2011 - 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.
- (13) 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.
- (14) 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.
- (15) Restricted share units granted on 02/09/2016 will vest as follows: 5,814 on 02/09/2017; 5,814 on 02/09/2018; 5,814 on 02/09/2019. Restricted share units will be settled with stock.
- (16) 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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