

Forestar Group Inc.  
Form 4  
February 16, 2016

**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 \*  
Jehl Charles D

(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  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

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 Ownership (Instr. 4)	
			Code	V	Amount or Price (A) or (D)			
Common Stock	02/11/2016		M		1,692 (1)	A	\$ 0 47,168	D
Common Stock	02/11/2016		D		1,692 (1)	D	\$ 8.4 45,476	D
Common Stock	02/12/2016		M		1,647 (2)	A	\$ 0 47,123	D
Common Stock	02/12/2016		D		1,647 (2)	D	\$ 8.6 45,476	D
Common Stock	02/12/2016		M		5,079 (3)	A	(3) 50,555	D

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Common Stock      02/12/2016      F      1,894      D      \$ 8.6      48,661      D

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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Option (right to buy) <sup>(4)</sup>	\$ 30.56					<sup>(5)</sup> 02/02/2017	Common Stock      1,700
Option (right to buy)	\$ 28.85					<sup>(5)</sup> 02/12/2018	Common Stock      22,300
Option (right to buy)	\$ 17.8					<sup>(5)</sup> 02/09/2020	Common Stock      10,750
Option (right to buy)	\$ 18.59					<sup>(5)</sup> 02/08/2021	Common Stock      20,770
Option (right to buy) <sup>(6)</sup>	\$ 16.11					02/14/2013      02/14/2022	Common Stock      22,530
Option (right to buy) <sup>(7)</sup>	\$ 18.7					02/12/2014      02/12/2023	Common Stock      19,490
Option (right to buy) <sup>(8)</sup>	\$ 14.08					02/10/2016      02/10/2025	Common Stock      18,370
Stock Appreciation Right <sup>(9)</sup>	\$ 17.8					02/09/2011      02/09/2020	Common Stock      12,620
Restricted Share Units <sup>(10)</sup>		02/12/2016		M	1,647	<sup>(10)</sup> <sup>(10)</sup>	Common Stock      1,647
Restricted Share Units		02/11/2016		M	1,692	<sup>(11)</sup> <sup>(11)</sup>	Common Stock      1,692

(11)

Restricted Share Units	(12)				(12)	(12)	Common Stock	63,95
Market Stock Units	(13)	02/12/2016	M	9,485	(13)	02/12/2016	Common Stock	9,48
Market Stock Units	(13)				(13)	02/11/2017	Common Stock	5,88
Market Stock Units	(13)				(13)	02/10/2018	Common Stock	18,52

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jehl Charles D 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746			Chief Financial Officer	

## Signatures

David M. Grimm signing on behalf of Charles D. Jehl 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) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off effective December 28, 2007.
- (5) Options are fully vested and exercisable as of the date of this report.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) Stock Appreciation Rights (SARs) are fully vested and exercisable as of the date of this report.
- (10) 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.
- (11) 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.

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(12) Restricted share units granted on 02/09/2016 will vest as follows: 21,318 on 02/09/2017; 21,317 on 02/09/2018; 21,318 on 02/09/2019. Restricted share units will be settled with stock.

(13) 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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