Forestar Group Inc. Form 4/A February 14, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

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5. Relationship of Reporting Person(s) to

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

obligations

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

Stock

1. Name and Address of Reporting Person *

Quinley Michael J. (Last) (First) (Middle)				Symbol Forestar Group Inc. [FOR]				Issuer				
				3. Date of	3. Date of Earliest Transaction				(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) President			
6300 BEE CAVE ROAD, BUILDING TWO, SUITE				(Month/Day/Year) 02/09/2017								
500									Tresident			
(Street) AUSTIN, TX 78746				4. If Amendment, Date Original Filed(Month/Day/Year) 02/13/2017					6. Individual or Joint/Group Filing(Check 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 Acquired, Disposed of, or Beneficially Own										ly Owned		
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	emed on Date, if 'Day/Year)	Code (Instr. 3, 4 and 5)			Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code V	Amount	(A) or mount (D) Pr		Reported Transaction(s) (Instr. 3 and 4)	Transaction(s)		
	Common Stock	02/09/2017			M	13,566 (1) (2)	A	\$0	33,839	D		
	Common Stock	02/09/2017			F	4,866	D	\$ 12.7	28,973	D		
	Common Stock	02/11/2017			M	2,049 (3)	A	\$0	31,022	D		
	Common Stock	02/11/2017			D	2,049	D	\$ 13	28,973	D		

(3)

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

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SEC 1474 (9-02)

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

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)	Code	5. Number of or 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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Option (right to buy)	\$ 17.8						<u>(4)</u>	02/09/2020	Common Stock	6,6
Option (right to buy)	\$ 18.59						<u>(4)</u>	02/08/2021	Common Stock	14,8
Option (right to buy)	\$ 16.11						<u>(4)</u>	02/14/2022	Common Stock	16,0
Option (right to buy) (5)	\$ 18.7						02/12/2014	02/12/2023	Common Stock	14,6
Option (right to buy) (6)	\$ 14.08						02/10/2016	02/10/2025	Common Stock	18,3
Option (right to buy) (7)	\$ 13.43						09/25/2016	09/25/2025	Common Stock	25,6
Stock Appreciation Right (8)	\$ 9.29						(8)	02/10/2019	Common Stock	25,3
Stock Appreciation Right (8)	\$ 17.8						(8)	02/09/2020	Common Stock	7,8
Restricted Share Units	<u>(9)</u>	02/11/2017		M		2,049	(9)	<u>(9)</u>	Common Stock	2,0
Restricted Share Units	(10)						(10)	(10)	Common Stock	12,1
Restricted Share Units	(11)	02/09/2017		M		13,566	<u>(11)</u>	(11)	Common Stock	13,5

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Market Stock Units (12)	(12)	(12)	02/11/2017	Common Stock	5,1
Market Stock Units (12)	(12)	(12)	02/10/2018	Common Stock	18,

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

President

Signatures

David M. Grimm signing on behalf of Michael J.

Ouinley

02/14/2017

**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 share units vested 02/09/2017. Restricted stock units are being settled in stock.
- (2) Revised amount corrects clerical error on direct shares owned.
- (3) Restricted share units vested 02/11/2017. Restricted stock units are being settled for cash based on the fair market value on 02/11/2017.
- (4) Options are fully vested and exercisable as of the date of this report.
- 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.
- 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.
- 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.
- (8) Stock Appreciation Rights (SARs) are fully vested and exercisable as of the date of this report.
- (9) 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.
- (10) 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.
- (11) Restricted share units granted on 02/09/2016 will vest as follows: 13,566 on 02/09/2017; 13,566 on 02/09/2018; 13,566 on 02/09/2019. Restricted share units will be settled with stock.
- (12) 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.

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