Grimm David M Form 4 February 10, 2011

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

0.5

January 31, Expires:

2005 Estimated average

**OMB APPROVAL** 

burden hours per response...

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Stock

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Grimm Dav	rid M	Symbol	r Group Inc. [FOR]	Issuer (Check all applicable)			
(Last)	(First) (I	, -, -, -, -,	f Earliest Transaction Day/Year)	Director 10% Owner			
6300 BEE 0 ROAD, BU 500	CAVE ILDING TWO, S	02/08/2		X_Officer (give titleOther (specify below) Chief Administrative Officer			
	(Street)		endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
AUSTIN, T	X 78746			Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	le I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)  Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	02/09/2011		F 1,878 D \$ 18.64	43,820 <u>(1)</u> D			
Common Stock				1,000 I By Spouse			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Grimm David M - Form 4

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

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)	4. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired or Dispos (D) (Instr. 3, and 5)	ve s l (A) sed of	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) (2) (3)	\$ 13.26						02/01/2003	02/01/2012	Common Stock	66
Option (right to buy) (3) (4)	\$ 9.83						08/01/2004	08/01/2013	Common Stock	53
Option (right to buy) (3) (5)	\$ 15.02						02/06/2005	02/06/2014	Common Stock	40
Option (right to buy) (3) (6)	\$ 20.26						02/04/2006	02/04/2015	Common Stock	53
Option (right to buy) (3) (7)	\$ 27.06						02/03/2007	02/03/2016	Common Stock	1,7
Option (right to buy) (3) (8)	\$ 30.56						02/02/2008	02/02/2017	Common Stock	1,7
Option (right to buy) (9)	\$ 28.85						02/12/2009	02/12/2018	Common Stock	22,3
Option (right to buy) (10)	\$ 9.29						02/10/2010	02/10/2019	Common Stock	17,7
Option (right to buy) (11)	\$ 17.8						02/09/2011	02/09/2020	Common Stock	10,7
Option (right to buy) (12)	\$ 18.59	02/08/2011		A	20,772		02/08/2012	02/08/2021	Common Stock	20,7
Stock Appreciation Right (13)	\$ 9.29						02/10/2010	02/10/2019	Common Stock	39,4
Stock Appreciation Right (14)	\$ 17.8						02/09/2011	02/09/2020	Common Stock	12,6
Restricted Share Units	(15)						<u>(15)</u>	<u>(15)</u>	Common Stock	12,1
Restricted Share Units	(16)						<u>(16)</u>	<u>(16)</u>	Common Stock	6,3

(16)

Restricted Share Units (17)	(17)	02/08/2011	A	5,379	(17)	<u>(17)</u>	Common Stock	5,3
Performance Units	<u>(18)</u>	02/08/2011	A	9,845	(18)	02/08/2014	Common Stock	9,8

## **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. 02/10/2011 Grimm

\*\*Signature of Date
Reporting Person

### **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) In accordance with the Rights Agreement adopted by the Company on December 11, 2007, Preferred Stock Purchase Rights are deemed to be attached to the shares of Common Stock.
- (2) Options Vesting Schedule Exercise price is \$13.26: Options Exercisable 02/01/2006 666.
- (3) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007.
- (4) Options Vesting Schedule Exercise price is \$9.83: Options Exercisable 08/01/2007 533.
- (5) Options Vesting Schedule Exercise price of \$15.02: Options Exercisable 02/06/2007 266; Options Exercisable 02/06/2008 134.
- Options Vesting Schedule Exercise price of \$20.26: Options Exercisable 02/04/2007 266; Options Exercisable 02/04/2008 133; Options Exercisable 02/04/2009 134.
- Options Vesting Schedule Exercise price of \$27.06: Options Exercisable 02/03/2007 427; Options Exercisable 02/03/2008 427; Options Exercisable 02/03/2009 427; and Options Exercisable 02/03/2010 427.
- Options Vesting Schedule Exercise price of \$30.56: Options Exercisable 02/02/2008 427; Options Exercisable 02/02/2010 427; Options Exercisable 02/02/2011 427.
- 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.
- Vesting schedule for Options granted 02/10/2009 Exercise price is \$9.29: Options Exercisable 02/10/2010 4425; Options Exercisable 02/10/2011 4426; Options Exercisable 02/10/2012 4426; and Options Exercisable 02/10/2013 4426.
- Vesting schedule for Options granted 02/9/2010 Exercise price is \$17.80: Options Exercisable 02/9/2011 2,689; Options Exercisable 02/9/2012 2,689; Options Exercisable 02/9/2013 2,689; and Options Exercisable 02/9/2014 2,690.
- Vesting schedule for Options granted 02/8/2011 Exercise price is \$18.59: Options Exercisable 02/8/2012 5,193; Options Exercisable 02/8/2013 5,193; Options Exercisable 02/8/2014 5,193; and Options Exercisable 02/8/2015 5,193.

Reporting Owners 3

#### Edgar Filing: Grimm David M - Form 4

- (13) Vesting schedule for Stock Appreciation Rights (SARs) granted 02/10/2009 Exercise price is \$9.29: SARs Exercisable 02/10/2010 9,851; SARs Exercisable 02/10/2011 9,851; SARs Exercisable 02/10/2012 9,851; and SARs Exercisable 02/10/2013 9,851.
- Vesting schedule for Stock Appreciation Rights (SARs) granted 02/9/2010 Exercise price is \$17.80: SARs Exercisable 02/9/2011 (14) 3,157; SARs Exercisable 02/9/2012 3,157; SARs Exercisable 02/9/2013 3,157; and SARs Exercisable 02/9/2014 3,157. SARs will be settled for cash.
- (15) Restricted share units granted on 2/10/2009 will vest effective 2/10/2012. Restricted share units will be settled for cash based on the fair market value on the vesting date subject to a 1% ROA performance criteria.
- (16) Restricted share units granted on 2/9/2010 will vest effective 2/9/2013. Restricted share units will be settled for cash based on the fair market value on vesting date subject to a 1% ROA performance criteria.
- (17) Restricted share units granted on 2/8/2011 will vest as follows: 1,793 on 2/8/2012; 1,793 on 2/8/2013; 1,793 on 2/8/2014. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (18) Number of units 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.