

JOHNSON JAMES A /DC/  
Form 4  
February 15, 2012

**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 \*  
JOHNSON JAMES A /DC/

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6300 BEE CAVE  
ROAD, BUILDING TWO, SUITE  
500

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2012

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

(Street)  
AUSTIN, TX 78746

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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 Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 02/13/2012                           |  | M                              | 13,341  | A   | Ⓐ  | 26,338  | D |
| Common Stock                    | 02/13/2012                           |  | D                              | 6,690   | D   | \$ 16.59   | 19,648  | D |
| Common Stock                    | 02/14/2012                           |  | A                              | 7,138<br>(2)  | A   | \$ 0   | 26,786 (3)  | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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) <u>(4)</u> <u>(5)</u> | \$ 6.73  |                                      |  |                                |   | 02/04/2001   | 02/04/2015  | Common Stock | 1,333                      |
| Option (right to buy) <u>(5)</u> <u>(6)</u> | \$ 5.98  |                                      |  |                                |   | 01/02/2002   | 01/02/2016  | Common Stock | 1,333                      |
| Option (right to buy) <u>(5)</u> <u>(7)</u> | \$ 7.08  |                                      |  |                                |   | 01/02/2003   | 01/02/2017  | Common Stock | 1,333                      |
| Option (right to buy) <u>(8)</u>            | \$ 28.85   |                                      |  |                                |   | 02/12/2009   | 02/12/2018  | Common Stock | 20,000                     |
| Phantom <u>(1)</u> <u>(5)</u> <u>(9)</u>    | <u>(9)</u>   | 02/13/2012                           |  | M                              | 13,341  | 11/02/2007   | 11/02/2021  | Common Stock | 13,341 <u>(9)</u>          |
| Restricted Share Units <u>(10)</u>          | <u>(10)</u>  |                                      |  |                                |   | <u>(10)</u>  | <u>(10)</u>   | Common Stock | 1,498                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| JOHNSON JAMES A /DC/<br>6300 BEE CAVE ROAD<br>BUILDING TWO, SUITE 500<br>AUSTIN, TX 78746 | X             |           |         |       |

## Signatures

David M. Grimm signing on behalf of James A.  
Johnson

02/15/2012

\_\_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).  
Reporting Person retired from the Temple-Inland Inc. board of directors effective November 2, 2007. In accordance with an Agreement and Plan of Merger dated as of September 6, 2011 among Temple-Inland Inc., International Paper Company, and Metal Acquisition Inc.,  
(1) the Merger became effective February 13, 2012. Issuer has been advised that the Temple-Inland deferred compensation plan has been terminated effective with the Merger and that issuer is required to settle all pre-Merger phantom share obligations under the plan, which were settled as follows: 6,651 shares in stock and 6,690 shares in cash.  
(2) Restricted stock units accrued under a Company Plan to be settled following Reporting Person's retirement.  
(3) 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.  
(4) Options Vesting Schedule - Exercise price is \$6.73: Options Exercisable 02/04/2004 - 1,333.  
(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 - Exercise price is \$5.98: Options Exercisable 01/02/2005 - 1,333.  
(7) Options Vesting Schedule - Exercise price is \$7.08: Options Exercisable 01/02/2006 - 1,333.  
(8) Options Vesting Schedule for Options Granted 02/12/2008 - Exercise price is \$28.85: Options Exercisable 02/12/2009 - 6,500; Options Exercisable 02/12/2010 - 6,500; Options Exercisable 02/12/2011 - 7,000.  
(9) Phantom shares accrued under a Temple-Inland Inc. plan being settled in 15 annual installments following Reporting Person's retirement from Temple-Inland Inc. in November 2007. The first installment was paid in November 2007.  
(10) Restricted share units accrued under a Company plan to be settled in cash following Reporting Person's retirement. Restricted share units are vested on the date of grant and have the economic equivalent of one share of common stock.

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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