Edgar Filing: Forestar Group Inc. - Form 4

Forestar Grou Form 4	p Inc.											
February 15, 2	2012											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								-	PPROVAL			
	- UNITED	SIAIES						NGE	COMMISSION	OMB Number:	3235-0287	
Check this		Washington, D.C. 20549 x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									January 31,	
if no longe subject to Section 16 Form 4 or	SIAIEN										Expires: 2005 Estimated average burden hours per response 0.5	
Form 5 obligation: may contin <i>See</i> Instruct 1(b).	Section 17(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 Ro	esponses)											
DOUGHERTY MICHAEL E Symbol			Symbol	Issuer Name and Ticker or Trading ibol estar Group Inc. [FOR]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction (Cl				(Chee	eck all applicable)				
6300 BEE C.			(Month/Da 02/14/20	ay/Year)	I I dill	saction			X Director Officer (give below)		6 Owner er (specify	
(Street) 4. If Am			4. If Amen	mendment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed(Mont AUSTIN, TX 78746				nth/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)			_							
								ties Ac	quired, Disposed o		-	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med on Date, if Day/Year)	Code (Instr. 8	ction.] 3) (4. Securi Acquired Disposed (Instr. 3, Amount	l (A) c l of (D)	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	02/14/2012			А	(6,672	A	\$0	20,381 <u>(2)</u>	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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Den Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) (3)	\$ 28.85					02/12/2009	02/12/2018	Common Stock	20,000	
Restricted Share Units (4)	<u>(4)</u>					(4)	(4)	Common Stock	1,498	

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Reporting Owners

Reporting Owner Name / Address		Relationsh			
	Director	10% Owner	Officer	Other	
DOUGHERTY MICHAEL E 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746	Х				
Signatures					
David M. Grimm signing on bel Dougherty		02/15/2012			
<u>**</u> Signature of Report		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 accrued under a Company Plan to be settled following Reporting Person's retirement.
- (2) 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.
- Options Vesting Schedule 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.
- (4) 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. 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.