Forestar Group Inc. Form 4 February 16, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

Common

Stock

02/14/2012

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JASTROW KENNETH M II Issuer Symbol Forestar Group Inc. [FOR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify 6300 BEE CAVE 02/14/2012 below) ROAD, BUILDING TWO, SUITE 500 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **AUSTIN, TX 78746** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported

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.

Transaction(s)

(Instr. 3 and 4)

243,041 (2)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code V Amount

A

5,276

(1)

(A)

or

(D) Price

\$0

#### Edgar Filing: Forestar Group Inc. - Form 4

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)		te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) (3) (4)	\$ 15.02					02/06/2005	02/06/2014	Common Stock	33,333	
Option (right to buy) (3) (5)	\$ 20.26					02/04/2006	02/04/2015	Common Stock	33,333	
Option (right to buy) (3) (6)	\$ 27.06					02/03/2007	02/03/2016	Common Stock	34,166	
Option (right to buy) (7)	\$ 28.85					02/12/2009	02/12/2018	Common Stock	20,000	
Restricted Share Units (8)	<u>(8)</u>					(8)	(8)	Common Stock	<u>(8)</u>	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Troporting of their remarks	Director	10% Owner	Officer	Other		
JASTROW KENNETH M II 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746	X					

## **Signatures**

David M. Grimm signing on behalf of Kenneth M. Jastrow, II 02/16/2012

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **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.
- (3) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off effective December 28, 2007.
- Options Vesting Schedule Exercise price \$15.02: Options Exercisable 02/06/2005 8,333; Options Exercisable 02/06/2006 8,333; Options Exercisable 02/06/2007 8,333 and Options Exercisable 01/01/2008 -8,333.
- Options Vesting Schedule Exercise price \$20.26: Options Exercisable 02/04/2006 8,333; Options Exercisable 02/04/2007 8,333; and Options Exercisable 01/01/2008 -16,666.
- Options Vesting Schedule Exercise price \$27.06: Options Exercisable 02/03/2007 8,541; and Options Exercisable 01/01/2008 25,625.
- (7) Options Vesting Schedule for Options Granted 02/12/2008 Exercise price \$28.85: Options Exercisable 02/12/2009 6,500; Options Exercisable 02/12/2010 6,500; Options Exercisable 02/12/2011 7,000.
- (8) 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.