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

Forestar Group I Form 4											
February 13, 201 FORM 4 Check this box if no longer subject to Section 16.	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								OMB Number: Expires: Estimated a	Number: 3235-0287	
Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b). (Print or Type Respo	Section 17(a									0.5	
1. Name and Address of Reporting Person       2. Issue         DOUGHERTY MICHAEL E       Symbol			Symbol	uer Name <b>and</b> Ticker or Trading l tar Group Inc. [FOR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)(First)(Middle)3. Date of (Month/Da6300 BEE CAVE02/12/20ROAD, BUILDING TWO, SUITE02/12/20500500				-				X_ Director 10% Owner Officer (give title Other (specify below) below)			
AUSTIN, TX 7	(Street) 8746	4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>				
(City)		(Zip)	Table	I - Non-De	rivative S	ecuri	ties Aco	Person quired, Disposed o	f. or Beneficial	llv Owned	
	Transaction Date Ionth/Day/Year)	Executio any	ned	3. Transactio Code	4. Securi nAcquired Disposed (Instr. 3,	ties (A) o of (D	or ))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	•	
Common 02 Stock 02	2/12/2013			А	5,748 (1)	А	\$0	30,961 <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 Derivativ 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**

<b>Reporting Owner Name / Address</b>		Relationsh		
	Director 10% Owned		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		02/13/2013		
<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.
- (3) 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.
- (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.