

Forestar Group Inc.  
Form 4  
February 10, 2014

**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 \*  
**WEBER PHILLIP J**

(Last) (First) (Middle)

6300 BEE CAVE  
ROAD, BUILDING TWO, SUITE  
500

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/08/2014                           |  | M                              | 1,883 (1)   | A \$ 0  | 23,204   | D                                 |
| Common Stock                    | 02/08/2014                           |  | D                              | 1,883 (1)   | D \$ 0  | 21,321 (2)   | D                                 |

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

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(9-02)

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**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 Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date  | Title        | Amount or Number of Shares |
| Option (right to buy) <sup>(3)</sup>       | \$ 17.8  |                                      |  |                                |   | 02/09/2011   | 02/09/2020   | Common Stock | 9,600                      |
| Option (right to buy) <sup>(4)</sup>       | \$ 18.59   |                                      |  |                                |   | 02/08/2012   | 02/08/2021   | Common Stock | 12,360                     |
| Option (right to buy) <sup>(5)</sup>       | \$ 16.11   |                                      |  |                                |   | 02/14/2013   | 02/14/2022   | Common Stock | 7,370                      |
| Option (right to buy) <sup>(6)</sup>       | \$ 18.7  |                                      |  |                                |   | 02/12/2014   | 02/12/2023   | Common Stock | 29,240                     |
| Stock Appreciation Right <sup>(7)</sup>    | \$ 17.8  |                                      |  |                                |   | 02/09/2011   | 02/09/2020   | Common Stock | 11,270                     |
| Restricted Share Units <sup>(8)</sup>      | <sup>(8)</sup>   | 02/08/2014                           |  | M                              | 1,883   | <sup>(8)</sup>   | <sup>(8)</sup>   | Common Stock | 1,883                      |
| Restricted Share Units <sup>(9)</sup>      | <sup>(9)</sup>   |                                      |  |                                |   | <sup>(9)</sup>   | <sup>(9)</sup>   | Common Stock | 3,720                      |
| Restricted Share Units <sup>(10)</sup>     | <sup>(10)</sup>  |                                      |  |                                |   | <sup>(10)</sup>  | <sup>(10)</sup>  | Common Stock | 7,030                      |
| Performance Units                          | <sup>(11)</sup>  |                                      |  |                                |   | <sup>(11)</sup>  | 02/08/2014   | Common Stock | 11,720                     |
| Performance Units                          | <sup>(11)</sup>  |                                      |  |                                |   | <sup>(11)</sup>  | 02/14/2015   | Common Stock | 14,690                     |
| Performance Units                          | <sup>(11)</sup>  |                                      |  |                                |   | <sup>(11)</sup>  | 02/12/2016   | Common Stock | 14,220                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

WEBER PHILLIP J  
6300 BEE CAVE ROAD  
BUILDING TWO, SUITE 500  
AUSTIN, TX 78746

Executive Vice President

Signatures

David M. Grimm on behalf of Phillip J. Weber 02/10/2014

\*\*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).
(1) Restricted stock units vested 02/08/2014. Restricted stock units are being settled for cash based on the fair market value on 02/08/2014.
(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) Vesting schedule for Options granted 02/9/2010 - Exercise price is \$17.80: Options Exercisable 02/9/2011 - 3,201; Options Exercisable 02/9/2012 - 3,202; Options Exercisable 02/9/2013 - 3,201; and Options Exercisable 02/9/2014 - 3,202.
(4) Vesting schedule for Options granted 02/8/2011 - Exercise price is \$18.59: Options Exercisable 02/8/2012 - 6,182; Options Exercisable 02/8/2013 - 6,182; Options Exercisable 02/8/2014 - 6,182; and Options Exercisable 02/8/2015 - 6,182.
(5) Vesting schedule for Options granted 02/14/2012 - Exercise price is \$16.11: Options Exercisable 02/14/2013 - 7,376; Options Exercisable 02/14/2014 - 7,377; Options Exercisable 02/14/2015 - 7,376; and Options Exercisable 02/14/2016 - 7,377.
(6) Vesting schedule for Options granted 02/12/2013 - Exercise price is \$18.70: Options Exercisable 02/12/2014 - 7,310; Options Exercisable 02/12/2015 - 7,310; Options Exercisable 02/12/2016 - 7,310; and Options Exercisable 02/12/2017 - 7,310.
(7) Vesting schedule for Stock Appreciation Rights (SARs) granted 02/9/2010 - Exercise price is \$17.80: SARs Exercisable 02/9/2011 - 3,758; SARs Exercisable 02/9/2012 - 3,758; SARs Exercisable 02/9/2013 - 3,758; and SARs Exercisable 02/9/2014 - 3,759. SARs will be settled for cash.
(8) Restricted share units granted on 2/8/2011 will vest as follows: 1,883 on 2/8/2012; 1,882 on 2/8/2013; 1,883 on 2/8/2014. Restricted share units will be settled for cash based on the fair market value on vesting date.
(9) Restricted share units granted on 2/14/2012 will vest as follows: 3,725 on 2/14/2013; 3,724 on 2/14/2014; 3,724 on 2/14/2015. Restricted share units will be settled for cash based on the fair market value on vesting date.
(10) Restricted share units granted on 2/12/2013 will vest as follows: 2,346 on 02/12/2014; 2,345 on 02/12/2015; 2,346 on 02/12/2016. Restricted share units will be settled for cash based on the fair market value on vesting date.
(11) 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.