Forestar Group Inc. Form 4 February 11, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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(b).

(Last)

500

6300 BEE CAVE

1. Name and Address of Reporting Person * Grimm David M

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Forestar Group Inc. [FOR]

(Middle)

3. Date of Earliest Transaction (Month/Day/Year) 02/09/2016

ROAD, BUILDING TWO, SUITE

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Chief Administrative Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

AUSTIN, TX 78746

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

I

Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

55,962 D

Common Stock

1,000

By Spouse

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

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SEC 1474 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of ionDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	/ (A) (D	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Option (right to buy) (1) (2)	\$ 30.56					02/02/2008	02/02/2017	Common Stock	1,7
Option (right to buy) (3)	\$ 28.85					02/12/2009	02/12/2018	Common Stock	22,3
Option (right to buy) (4)	\$ 17.8					02/09/2011	02/09/2020	Common Stock	10,7
Option (right to buy) (5)	\$ 18.59					02/08/2012	02/08/2021	Common Stock	20,7
Option (right to buy) (6)	\$ 16.11					02/14/2013	02/14/2022	Common Stock	24,1
Option (right to buy) (7)	\$ 18.7					02/12/2014	02/12/2023	Common Stock	24,3
Option (right to buy) (8)	\$ 14.08					02/10/2016	02/10/2025	Common Stock	22,9
Stock Appreciation Right (9)	\$ 17.8					02/09/2011	02/09/2020	Common Stock	12,6
Restricted Share Units	(10)					(10)	(10)	Common Stock	2,0
Restricted Share Units	(11)					(11)	<u>(11)</u>	Common Stock	1,8
Restricted Share Units	(12)	02/09/2016		A	17,442	(12)	(12)	Common Stock	17,4
Market Stock Units	(13)					<u>(13)</u>	02/12/2016	Common Stock	11,8
Market Stock Units	(13)					(13)	02/11/2017	Common Stock	7,3
	(13)					(13)	02/10/2018		23,1

Market Stock Common Units Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Grimm David M 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746

Chief Administrative Officer

Signatures

David M. 02/11/2016 Grimm

**Signature of Date
Reporting Person

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).
- Options Vesting Schedule Exercise price of \$30.56: Options Exercisable 02/02/2008 427; Options Exercisable 02/02/2009 427; Options Exercisable 02/02/2010 427; and Options Exercisable 02/02/2011 427.
- (2) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007.
- Options Vesting Schedule for Options Granted 02/12/2008 Exercise price is \$28.85: Options Exercisable 02/12/2009 5,575; Options Exercisable 02/12/2010 5,575; Options Exercisable 02/12/2011 5,575; Options Exercisable 02/12/2012 5,575.
- Vesting schedule for Options granted 02/09/2010 Exercise price is \$17.80: Options Exercisable 02/09/2011 2,689; Options Exercisable 02/09/2012 2,689; Options Exercisable 02/09/2013 2,689; and Options Exercisable 02/09/2014 2,690.
- Vesting schedule for Options granted 02/08/2011 Exercise price is \$18.59: Options Exercisable 02/08/2012 5,193; Options Exercisable 02/08/2013 5,193; Options Exercisable 02/08/2014 5,193; and Options Exercisable 02/08/2015 5,193.
- Vesting schedule for Options granted 02/14/2012 Exercise price is \$16.11: Options Exercisable 02/14/2013 6,035; Options Exercisable 02/14/2014 6,036; Options Exercisable 02/14/2015 6,035; and Options Exercisable 02/14/2016 6,036.
- Vesting schedule for Options granted 02/12/2013 Exercise price is \$18.70: Options Exercisable 02/12/2014 6,091; Options Exercisable 02/12/2015 6,092; Options Exercisable 02/12/2016 6,091; and Options Exercisable 02/12/2017 6,092.
- Vesting schedule for Options granted 02/10/2015 Exercise price is \$14.08: Options Exercisable 02/10/2016 5,742; Options Exercisable 02/10/2017 5,743; Options Exercisable 02/10/2018 5,743; and Options Exercisable 02/10/2019 5,743.
- Vesting schedule for Stock Appreciation Rights (SARs) granted 02/09/2010 Exercise price is \$17.80: SARs Exercisable 02/09/2011 3,157; SARs Exercisable 02/09/2012 3,157; SARs Exercisable 02/09/2013 3,157; and SARs Exercisable 02/09/2014 3,157. SARs will be settled for cash.
- (10) Restricted share units granted on 02/12/2013 will vest as follows: 2,028 on 02/12/2014; 2,027 on 02/12/2015; 2,027 on 02/12/2016. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (11) Restricted share units granted on 02/11/2014 will vest as follows: 1,846 on 02/11/2015; 1,845 on 02/11/2016; 1,846 on 02/11/2017. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (12) Restricted share units granted on 02/09/2016 will vest as follows: 5,814 on 02/09/2017; 5,814 on 02/09/2018; 5,814 on 02/09/2019. Restricted share units will be settled with stock.
- (13) Number of shares to be 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.

Reporting Owners 3

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