

Portwood Charles J.  
 Form 4  
 February 14, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Portwood Charles J.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 6300 BEE CAVE  
 ROAD, BUILDING TWO, SUITE  
 500  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/10/2012

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Sr. Vice President - Land Mgmt

AUSTIN, TX 78746

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

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

(City) (State) (Zip)

**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		
				Code	V	Amount	
Common Stock	02/10/2012		M	(1)	8,073	A	\$ 0 18,910 D
Common Stock	02/10/2012		D	(1)	8,073	D	\$ 0 10,837 (2) D

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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**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) <u>(3)</u> <u>(4)</u>	\$ 15.02					02/06/2005	02/06/2014	Common Stock	266
Option (right to buy) <u>(3)</u> <u>(5)</u>	\$ 20.26					02/04/2006	02/04/2015	Common Stock	1,25
Option (right to buy) <u>(3)</u> <u>(6)</u>	\$ 27.06					02/03/2007	02/03/2016	Common Stock	1,28
Option (right to buy) <u>(3)</u> <u>(7)</u>	\$ 30.56					02/02/2008	02/02/2017	Common Stock	1,70
Option (right to buy) <u>(8)</u>	\$ 28.85					02/12/2009	02/12/2018	Common Stock	6,30
Option (right to buy) <u>(9)</u>	\$ 17.8					02/09/2011	02/09/2020	Common Stock	3,58
Option (right to buy) <u>(10)</u>	\$ 18.59					02/08/2012	02/08/2021	Common Stock	5,93
Stock Appreciation Right <u>(11)</u>	\$ 9.29					02/12/2010	02/12/2019	Common Stock	19,03
Stock Appreciation Right <u>(12)</u>	\$ 17.8					02/09/2011	02/09/2020	Common Stock	4,20
Restricted Share Units <u>(13)</u>	<u>(13)</u>	02/10/2012		M	8,073	<u>(13)</u>	<u>(13)</u>	Common Stock	8,07
Restricted Share Units <u>(14)</u>	<u>(14)</u>					<u>(14)</u>	<u>(14)</u>	Common Stock	2,12
Restricted Share Units <u>(15)</u>	<u>(15)</u>					<u>(15)</u>	<u>(15)</u>	Common Stock	1,07

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Portwood Charles J. 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746			Sr. Vice President - Land Mgmt	

## Signatures

David M. Grimm signing on behalf of Charles J. Portwood 02/14/2012

\_\_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 2/10/2012. Restricted stock units are being settled for cash based on the fair market value on 2/10/2012.
  - (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 12/28/2007.
  - (4) Options are fully vested and exercisable as of the date of this report.
  - (5) Options to acquire 833 shares are fully vested and exercisable as of the date of this report. Options to acquire 417 shares will vest and become exercisable on 2/4/2009.
  - (6) Options to acquire 427 shares became exercisable on 2/3/2008 and options to acquire 427 shares will vest and become exercisable on each of 2/3/2009 and 2/3/2010.
  - (7) Options to acquire 427 shares became exercisable on 2/2/2008 and options to acquire 427 shares will vest and become exercisable on each of 2/2/2009, 2010 and 2011.
  - (8) Options to acquire 1,575 shares will vest and become exercisable on each of 2/12/2009, 2010, 2011 and 2012.
  - (9) Vesting schedule for Options granted 02/9/2010 - Exercise price is \$17.80: Options Exercisable 02/9/2011 - 896; Options Exercisable 02/9/2012 - 897; Options Exercisable 02/9/2013 - 896; and Options Exercisable 02/9/2014 - 897.
  - (10) Vesting schedule for Options granted 02/8/2011 - Exercise price is \$18.59: Options Exercisable 02/8/2012 - 1,483; Options Exercisable 02/8/2013 - 1,484; Options Exercisable 02/8/2014 - 1,484; and Options Exercisable 02/8/2015 - 1,484.
  - (11) Vesting schedule for Stock Appreciation Rights (SARs) granted 02/10/2009 - Exercise price is \$9.29: SARs Exercisable 02/10/2010 - 4,759; SARs Exercisable 02/10/2011 - 4,759; SARs Exercisable 02/10/2012 - 4,759; and SARs Exercisable 02/10/2013 - 4,759.  
Vesting schedule for Stock Appreciation Rights (SARs) granted 02/9/2010 - Exercise price is \$17.80: SARs Exercisable 02/9/2011 - 1,052; SARs Exercisable 02/9/2012 - 1,052; SARs Exercisable 02/9/2013 - 1,052; and SARs Exercisable 02/9/2014 - 1,053. SARs will be settled for cash.
  - (12) Restricted share units granted on 2/10/2009 will vest effective 2/10/2012. Restricted share units will be settled for cash based on the fair market value on the vesting date.
  - (13) Restricted share units granted on 2/9/2010 will vest effective 2/9/2013. Restricted share units will be settled for cash based on the fair market value on vesting date subject to a 1% ROA performance criteria.
  - (14) Restricted share units granted on 2/8/2011 will vest as follows: 1,076 on 2/8/2012; 1,076 on 2/8/2013; 1,076 on 2/8/2014. Restricted share units will be settled for cash based on the fair market value on vesting date.

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.