Forestar Group Inc. Form 4 February 16, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

Forestar Group Inc. [FOR]

3. Date of Earliest Transaction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

AUSTIN, TX 78746

1. Name and Address of Reporting Person * Jehl Charles D

(Middle) (Last) (First)

6300 BEE CAVE ROAD, BUILDING TWO, SUITE 500

(Street)

4. If Amendment, Date Original

(Month/Day/Year)

02/11/2016

Symbol

Filed(Month/Day/Year)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/11/2016		M	1,692 (1)	A	\$ 0	47,168	D	
Common Stock	02/11/2016		D	1,692 (1)	D	\$ 8.4	45,476	D	
Common Stock	02/12/2016		M	1,647 (2)	A	\$ 0	47,123	D	
Common Stock	02/12/2016		D	1,647 (2)	D	\$ 8.6	45,476	D	
Common Stock	02/12/2016		M	5,079 (3)	A	<u>(3)</u>	50,555	D	

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Common Stock 02/12/2016 F 1,894 D \$ 48,661 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)

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. Transacti Code (Instr. 8)	Secur Acqu (A) o Dispo (D)	rities aired or osed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Option (right to buy) (4)	\$ 30.56						<u>(5)</u>	02/02/2017	Common Stock	1,70
Option (right to buy)	\$ 28.85						(5)	02/12/2018	Common Stock	22,30
Option (right to buy)	\$ 17.8						<u>(5)</u>	02/09/2020	Common Stock	10,75
Option (right to buy)	\$ 18.59						<u>(5)</u>	02/08/2021	Common Stock	20,77
Option (right to buy) (6)	\$ 16.11						02/14/2013	02/14/2022	Common Stock	22,53
Option (right to buy) (7)	\$ 18.7						02/12/2014	02/12/2023	Common Stock	19,49
Option (right to buy) (8)	\$ 14.08						02/10/2016	02/10/2025	Common Stock	18,37
Stock Appreciation Right (9)	\$ 17.8						02/09/2011	02/09/2020	Common Stock	12,62
Restricted Share Units	<u>(10)</u>	02/12/2016		M		1,647	(10)	(10)	Common Stock	1,64
Restricted Share Units	(11)	02/11/2016		M		1,692	<u>(11)</u>	<u>(11)</u>	Common Stock	1,69

(11)

Restricted Share Units (12)	(12)				(12)	(12)	Common Stock	63,95
Market Stock Units (13)	(13)	02/12/2016	M	9,485	(13)	02/12/2016	Common Stock	9,48
Market Stock Units (13)	(13)				(13)	02/11/2017	Common Stock	5,88
Market Stock Units (13)	(13)				(13)	02/10/2018	Common Stock	18,52

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jehl Charles D 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746

Chief Financial Officer

Signatures

David M. Grimm signing on behalf of Charles D. Jehl

02/16/2016

**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 02/11/2016. Restricted stock units are being settled for cash based on the fair market value on 02/11/2016.
- (2) Restricted stock units vested 02/12/2016. Restricted stock units are being settled for cash based on the fair market value on 02/12/2016.
- (3) Represents vesting of previously reported Market Stock Units.
- (4) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off effective December 28, 2007.
- (5) Options are fully vested and exercisable as of the date of this report.
- Vesting schedule for Options granted 02/14/2012 Exercise price is \$16.11: Options Exercisable 02/14/2013 5,633; Options Exercisable 02/14/2014 5,633; Options Exercisable 02/14/2015 5,633; and Options Exercisable 02/14/2016 5,633.
- (7) Vesting schedule for Options granted 02/12/2013 Exercise price is \$18.70: Options Exercisable 02/12/2014 4,873; Options Exercisable 02/12/2015 4,873; Options Exercisable 02/12/2016 4,873; and Options Exercisable 02/12/2017 4,874.
- Vesting schedule for Options granted 02/10/2015 Exercise price is \$14.08: Options Exercisable 02/10/2016 4,594; Options Exercisable 02/10/2017 4,594; Options Exercisable 02/10/2018 4,594; and Options Exercisable 02/10/2019 4,595.
- (9) Stock Appreciation Rights (SARs) are fully vested and exercisable as of the date of this report.
- (10) Restricted share units granted on 02/12/2013 will vest 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: 1,692 on 02/11/2016; 1,692 on 02/11/2017. Restricted share units will be settled for cash based on the fair market value on vesting date.

Reporting Owners 3

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- (12) Restricted share units granted on 02/09/2016 will vest as follows: 21,318 on 02/09/2017; 21,317 on 02/09/2018; 21,318 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. 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.