

Forestar Group Inc.
Form 4
February 16, 2016

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 *
Jehl Charles D

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)
02/11/2016

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Chief Financial Officer

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)	
			Code	V	Amount or Price (A) or (D)			
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	(3) 50,555	D

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Common Stock 02/12/2016 F 1,894 D \$ 8.6 48,661 D

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

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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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy) ⁽⁴⁾	\$ 30.56					⁽⁵⁾ 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					⁽⁵⁾ 02/09/2020	Common Stock 10,75
Option (right to buy)	\$ 18.59					⁽⁵⁾ 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 ⁽¹⁰⁾		02/12/2016		M	1,647	⁽¹⁰⁾ ⁽¹⁰⁾	Common Stock 1,64
Restricted Share Units		02/11/2016		M	1,692	⁽¹¹⁾ ⁽¹¹⁾	Common Stock 1,69

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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.

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