

Forestar Group Inc.
Form 4
February 17, 2015

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 *
Dickson Bruce Fairchild

(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)
02/12/2015

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)
Chief Real Estate Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 02/12/2015 | | M | | 2,601 (1) \$ 0 | D | |
| Common Stock | 02/12/2015 | | D | | 2,601 (1) \$ 14.4 | D | |
| Common Stock | 02/14/2015 | | M | | 16,050 (2) A (2) 30,306 | D | |
| Common Stock | 02/14/2015 | | F | | 4,345 D \$ 14.86 | D | |
| Common Stock | 02/14/2015 | | M | | 4,552 (3) A \$ 0 | D | |

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Common Stock 02/14/2015 D 4,552
(3) D \$ 14.86 25,961 (4) D

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

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(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. 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) (5) | \$ 16.11 | | | | | 02/14/2013 02/14/2022 | Common Stock 34,871 |
| Option (right to buy) (6) | \$ 18.7 | | | | | 02/12/2014 02/12/2023 | Common Stock 29,240 |
| Option (right to buy) (7) | \$ 14.08 | | | | | 02/10/2016 02/10/2025 | Common Stock 27,565 |
| Restricted Share Units (8) | (8) | 02/14/2015 | | M | 4,552 | (8) (8) | Common Stock 4,552 |
| Restricted Share Units (9) | (9) | 02/12/2015 | | M | 2,601 | (9) (9) | Common Stock 2,601 |
| Restricted Share Units (10) | (10) | | | | | (10) (10) | Common Stock 2,923 |
| Market Stock Units | (11) | 02/14/2015 | | M | 17,361 | (11) 02/14/2015 | Common Stock 17,361 |
| Market Stock Units | (11) | | | | | (11) 02/12/2016 | Common Stock 14,227 |

| | | | | | |
|--------------------------|------|------|------------|-----------------|--------|
| Market Stock Units | (11) | (11) | 02/11/2017 | Common Stock | 9,567 |
| Market Stock Units | (11) | (11) | 02/10/2018 | Common Stock | 27,789 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dickson Bruce Fairchild 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746 | | | Chief Real Estate Officer | |

Signatures

David M. Grimm signing on behalf of Bruce F. Dickson 02/17/2015

__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 02/12/2015. Restricted stock units are being settled for cash based on the fair market value on 02/12/2015.
- (2) Represents vesting of previously reported Market Stock Units.
- (3) Restricted stock units vested 02/14/2015. Restricted stock units are being settled for cash based on the fair market value on 02/14/2015.
- (4) 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.
- (5) Vesting schedule for Options granted 02/14/2012 - Exercise price is \$16.11: Options Exercisable 02/14/2013 - 8,717; Options Exercisable 02/14/2014 - 8,718; Options Exercisable 02/14/2015 - 8,718; and Options Exercisable 02/14/2016 - 8,718.
- (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 Options granted 02/10/2015 - Exercise price is \$14.08: Options Exercisable 02/10/2016 - 6,891; Options Exercisable 02/10/2017 - 6,891; Options Exercisable 02/10/2018 - 6,891; and Options Exercisable 02/10/2019 - 6,892.
- (8) Restricted share units granted on 02/14/2012 will vest as follows: 4,552 on 02/14/2013; 4,552 on 02/14/2014; 4,552 on 02/14/2015. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (9) Restricted share units granted on 02/12/2013 will vest as follows: 2,602 on 02/12/2014; 2,601 on 02/12/2015; 2,601 on 02/12/2016. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (10) Restricted share units granted on 02/11/2014 will vest as follows: 2,923 on 02/11/2015; 2,922 on 02/11/2016; 2,923 on 02/11/2017. 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.