

Forestar Group Inc.
Form 4
February 13, 2017

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 *
Jehl Charles D

(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)
02/09/2017

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 Financial 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/09/2017 | | M | | 21,318 (1) | A | \$ 0 69,979 D |
| Common Stock | 02/09/2017 | | F | | 6,171 | D | \$ 12.7 63,808 D |
| Common Stock | 02/11/2017 | | M | | 1,692 (2) | A | \$ 0 65,500 D |
| Common Stock | 02/11/2017 | | D | | 1,692 (2) | D | \$ 13 63,808 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. 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy) | \$ 28.85 | | | | | (3) 02/12/2018 | Common Stock | 22,3 |
| Option (right to buy) | \$ 17.8 | | | | | (3) 02/09/2020 | Common Stock | 10,7 |
| Option (right to buy) | \$ 18.59 | | | | | (3) 02/08/2021 | Common Stock | 20,7 |
| Option (right to buy) ⁽⁴⁾ | \$ 16.11 | | | | | 02/14/2013 02/14/2022 | Common Stock | 22,5 |
| Option (right to buy) ⁽⁵⁾ | \$ 18.7 | | | | | 02/12/2014 02/12/2023 | Common Stock | 19,4 |
| Option (right to buy) ⁽⁶⁾ | \$ 14.08 | | | | | 02/10/2016 02/10/2025 | Common Stock | 18,3 |
| Stock Appreciation Right ⁽⁷⁾ | \$ 17.8 | | | | | 02/09/2011 02/09/2020 | Common Stock | 12,6 |
| Restricted Share Units ⁽⁸⁾ | ⁽⁸⁾ | 02/11/2017 | | M | 1,692 | ⁽⁸⁾ ⁽⁸⁾ | Common Stock | 1,6 |
| Restricted Share Units ⁽⁹⁾ | ⁽⁹⁾ | 02/09/2017 | | M | 21,318 | ⁽⁹⁾ ⁽⁹⁾ | Common Stock | 21,3 |
| Market Stock Units ⁽¹⁰⁾ | ⁽¹⁰⁾ | | | | | ⁽¹⁰⁾ 02/11/2017 | Common Stock | 5,8 |
| Market Stock Units ⁽¹⁰⁾ | ⁽¹⁰⁾ | | | | | ⁽¹⁰⁾ 02/10/2018 | Common Stock | 18,5 |

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 | 02/13/2017 |
| __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 share units vested 02/09/2017. Restricted stock units are being settled in stock.
 - (2) Restricted share units vested 02/11/2017. Restricted stock units are being settled for cash based on the fair market value on 02/11/2017.
 - (3) Options are fully vested and exercisable as of the date of this report.
 - (4) 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.
 - (5) 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.
 - (6) 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.
 - (7) Stock Appreciation Rights (SARs) are fully vested and exercisable as of the date of this report.
 - (8) 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.
 - (9) 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.
 - (10) 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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