

JOHNSON JAMES A /DC/
Form 4
December 08, 2009

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 *
JOHNSON JAMES A /DC/

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2009

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

(Street)
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 | | | |
| Common Stock | 12/08/2009 | 12/08/2009 | M | | | 6,666 | A \$ 19.03 | 18,332 | D |
| Common Stock | 12/08/2009 | 12/08/2009 | S | | | 2,866 | D \$ 19 | 15,466 | D |
| Common Stock | 12/08/2009 | 12/08/2009 | S | | | 100 | D \$ 19.01 | 15,366 | D |
| Common Stock | 12/08/2009 | 12/08/2009 | S | | | 300 | D \$ 19.01 | 15,066 | D |
| Common Stock | 12/08/2009 | 12/08/2009 | S | | | 300 | D \$ 19.03 | 14,766 | D |

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| | | | | | | | | |
|--------------|------------|------------|---|-------|---|----------|-----------------------|---|
| Common Stock | 12/08/2009 | 12/08/2009 | S | 100 | D | \$ 19.05 | 14,666 | D |
| Common Stock | 12/08/2009 | 12/08/2009 | S | 100 | D | \$ 19.05 | 14,566 | D |
| Common Stock | 12/08/2009 | 12/08/2009 | S | 2,700 | D | \$ 19.07 | 11,866 | D |
| Common Stock | 12/08/2009 | 12/08/2009 | S | 100 | D | \$ 19.09 | 11,766 | D |
| Common Stock | 12/08/2009 | 12/08/2009 | S | 100 | D | \$ 19.11 | 11,666 ⁽¹⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) ⁽²⁾ ⁽³⁾ | \$ 13.24 | 12/08/2009 | | M | 6,666 | 02/04/2001 | 02/04/2010 | Common Stock | 6,666 |
| Option (right to buy) ⁽³⁾ ⁽⁴⁾ | \$ 6.73 | | | | | 02/04/2001 | 02/04/2015 | Common Stock | 1,333 |
| Option (right to buy) ⁽³⁾ ⁽⁵⁾ | \$ 5.98 | | | | | 01/02/2002 | 01/02/2016 | Common Stock | 1,333 |
| Option (right to buy) ⁽³⁾ ⁽⁶⁾ | \$ 11.76 | | | | | 02/02/2002 | 02/02/2011 | Common Stock | 666 |
| Option (right to | \$ 7.08 | | | | | 01/02/2003 | 01/02/2017 | Common Stock | 1,333 |

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Restricted share units accrued under a Company plan to be settled in cash following Reporting Person's retirement or termination of services as a Director. Restricted share units are vested on the date of grant and have the economic equivalent of one share of common stock.

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.