

Grimm David M
 Form 4
 February 16, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 Grimm David M

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)
 02/14/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Administrative 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 02/14/2012 | | M | | 12,110 ⁽¹⁾ A \$ 0 | 52,108 | D |
| Common Stock | 02/14/2012 | | D | | 12,110 ⁽¹⁾ D \$ 0 | 39,998 | D |
| Common Stock | 02/12/2012 | | F | | 3,204 D \$ 16.11 | 36,794 ⁽²⁾ | D |
| Common Stock | | | | | | 1,000 | I By Spouse |

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.

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 Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Option (right to buy) <u>(3)</u> <u>(4)</u> | \$ 15.02 | | | | | 02/06/2005 | 02/06/2014 | Common Stock |
| Option (right to buy) <u>(4)</u> <u>(5)</u> | \$ 20.26 | | | | | 02/04/2006 | 02/04/2015 | Common Stock |
| Option (right to buy) <u>(4)</u> <u>(6)</u> | \$ 27.06 | | | | | 02/03/2007 | 02/03/2016 | Common Stock |
| Option (right to buy) <u>(4)</u> <u>(7)</u> | \$ 30.56 | | | | | 02/02/2008 | 02/02/2017 | Common Stock |
| Option (right to buy) <u>(8)</u> | \$ 28.85 | | | | | 02/12/2009 | 02/12/2018 | Common Stock |
| Option (right to buy) <u>(9)</u> | \$ 9.29 | | | | | 02/10/2010 | 02/10/2019 | Common Stock |
| Option (right to buy) <u>(10)</u> | \$ 17.8 | | | | | 02/09/2011 | 02/09/2020 | Common Stock |
| Option (right to buy) <u>(11)</u> | \$ 18.59 | | | | | 02/08/2012 | 02/08/2021 | Common Stock |
| Option (right to buy) <u>(12)</u> | \$ 16.11 | 02/14/2012 | | A | 24,142 | 02/14/2013 | 02/14/2022 | Common Stock |
| Stock Appreciation Right <u>(13)</u> | \$ 9.29 | | | | | 02/10/2010 | 02/10/2019 | Common Stock |
| Stock Appreciation Right <u>(14)</u> | \$ 17.8 | | | | | 02/09/2011 | 02/09/2020 | Common Stock |
| Restricted Share Units <u>(15)</u> | <u>(15)</u> | 02/14/2012 | | M | 12,110 | <u>(15)</u> | <u>(15)</u> | Common Stock |
| | <u>(16)</u> | | | | | <u>(16)</u> | <u>(16)</u> | |

Edgar Filing: Grimm David M - Form 4

- (9) Vesting schedule for Options granted 02/10/2009 - Exercise price is \$9.29: Options Exercisable 02/10/2010 - 4425; Options Exercisable 02/10/2011 - 4426; Options Exercisable 02/10/2012 - 4426; and Options Exercisable 02/10/2013 - 4426.
- (10) Vesting schedule for Options granted 02/9/2010 - Exercise price is \$17.80: Options Exercisable 02/9/2011 - 2,689; Options Exercisable 02/9/2012 - 2,689; Options Exercisable 02/9/2013 - 2,689; and Options Exercisable 02/9/2014 - 2,690.
- (11) Vesting schedule for Options granted 02/8/2011 - Exercise price is \$18.59: Options Exercisable 02/8/2012 - 5,193; Options Exercisable 02/8/2013 - 5,193; Options Exercisable 02/8/2014 - 5,193; and Options Exercisable 02/8/2015 - 5,193.
- (12) Vesting schedule for Options granted 02/14/2012 - Exercise price is \$16.11: Options Exercisable 02/14/2013 - 6,035; Options Exercisable 02/14/2014 - 6,036; Options Exercisable 02/14/2015 - 6,035; and Options Exercisable 02/14/2016 - 6,036.
- (13) Vesting schedule for Stock Appreciation Rights (SARs) granted 02/10/2009 - Exercise price is \$9.29: SARs Exercisable 02/10/2010 - 9,851; SARs Exercisable 02/10/2011 - 9,851; SARs Exercisable 02/10/2012 - 9,851; and SARs Exercisable 02/10/2013 - 9,851.
- (14) Vesting schedule for Stock Appreciation Rights (SARs) granted 02/9/2010 - Exercise price is \$17.80: SARs Exercisable 02/9/2011 - 3,157; SARs Exercisable 02/9/2012 - 3,157; SARs Exercisable 02/9/2013 - 3,157; and SARs Exercisable 02/9/2014 - 3,157. SARs will be settled for cash.
- (15) Restricted share units granted on 2/10/2009 will vest effective 2/10/2012. Restricted share units will be settled for cash based on the fair market value on the vesting date subject to a 1% ROA performance criteria.
- (16) Restricted share units granted on 2/9/2010 will vest effective 2/9/2013. Restricted share units will be settled for cash based on the fair market value on vesting date subject to a 1% ROA performance criteria.
- (17) Restricted share units granted on 2/8/2011 will vest as follows: 1,793 on 2/8/2012; 1,793 on 2/8/2013; 1,793 on 2/8/2014. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (18) Restricted share units granted on 2/14/2012 will vest as follows: 3,001 on 2/14/2013; 3,000 on 2/14/2014; 3,000 on 2/14/2015. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (19) 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.