## Edgar Filing: MATTHEWS CHARLES W - Form 4

MATTHEWS C	HARLES W											
Form 4												
May 16, 2013	_											
FORM 4		SECURITIES AND EXCHANGE C Washington, D.C. 20549						OMB	Number: 3235-0287 Expires: January 31 Estimated average burden hours per response 0.5			
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	STATEM Filed purs Section 17(a	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									Expires: Estimated a burden hou response	
(Print or Type Resp	onses)											
1. Name and Address of Reporting Person <u>*</u> MATTHEWS CHARLES W (Last) (First) (Middle)			2. Issuer Name <b>and</b> Ticker or Trading Symbol Forestar Group Inc. [FOR]					g	5. Relationship of Reporting Person(s) to Issuer			
			3. Date of Earliest Transaction						(Check all applicable)			
			(Month/Day/Year) 05/14/2013						_X_Director10% Owner Officer (give titleOther (specify below)			
	(Street)		Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
AUSTIN, TX 7	8746								Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(Zip)	Table	I - Non	-De	erivative S	ecuri	ties Aco	quired, Disposed of	f, or Beneficial	lly Owned	
	Transaction Date /onth/Day/Year)	Executio any	med 3. 4. Securities			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-				
Common 05 Stock 05	5/14/2013			А		911 <u>(1)</u>	А	\$0	13,572 <u>(2)</u>	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	of	6. Date Exerci	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A	A)				
	Derivative				or Disposed	l of				
	Security				(D)					
				(Instr. 3, 4,						
					and 5)					
							Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A) (	(D)				of Shares
Option (right to buy) (3)	\$ 12.1	08/14/2012		А	20,000		08/14/2013	08/14/2022	Common Stock	20,000

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships								
	Director	10% Owner	Officer	Other					
MATTHEWS CHARLES W 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746	Х								
Signatures									
David M. Grimm signing on beh Matthews	half of Ch	arles W.		05/16/2013					
<b>**</b> Signature of Reporting	ng 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 accrued under a Company Plan to be settled following Reporting Person's retirement.
- (2) 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.
- Options Vesting Schedule for Options Granted 08/14/2012 Exercise price is \$12.10: Options Exercisable 08/14/2013 6,500; Options Exercisable 08/14/2015 7,000.

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.

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