Forestar Group Inc. Form 4 December 08, 2014

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

(Print or Type Responses)

6300 BEE CAVE

500

1. Name and Address of Reporting Person \* JOHNSON JAMES A /DC/

2. Issuer Name and Ticker or Trading Symbol

Forestar Group Inc. [FOR]

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year) 12/04/2014

ROAD, BUILDING TWO, SUITE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person

**AUSTIN, TX 78746** 

Form filed by More than One Reporting Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Applicable Line)

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

D

Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common 12/04/2014 Stock

150 (1) A \$0 A

51,078 (2)

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)

#### Edgar Filing: Forestar Group Inc. - Form 4

8. I Der Sec (In:

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | e                  | 7. Title and A Underlying S (Instr. 3 and | Securities                          |
|---|---|---|---|--|---|---------------------|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title                                     | Amount<br>or<br>Number<br>of Shares |
| Option (right to buy) (3) (4)                       | \$ 5.98   |   |   |  |   | 01/02/2002          | 01/02/2016         | Common<br>Stock                           | 1,333                               |
| Option (right to buy) (4) (5)                       | \$ 7.08   |   |   |  |   | 01/02/2003          | 01/02/2017         | Common<br>Stock                           | 1,333                               |
| Option (right to buy) (6)                           | \$ 28.85  |   |   |  |   | 02/12/2009          | 02/12/2018         | Common<br>Stock                           | 20,000                              |
| Restricted Share Units (7)                          | <u>(7)</u>  |   |   |  |   | <u>(7)</u>          | <u>(7)</u>         | Common<br>Stock                           | <u>(7)</u>                          |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |
| JOHNSON JAMES A /DC/<br>6300 BEE CAVE ROAD<br>BUILDING TWO, SUITE 500<br>AUSTIN, TX 78746 | X             |           |         |       |  |  |

## **Signatures**

David M. Grimm signing on behalf of James A.

Johnson

12/08/2014

\*\*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 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.

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- (3) Options Vesting Schedule Exercise price is \$5.98: Options Exercisable 01/02/2005 1,333.
- (4) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007.
- (5) Options Vesting Schedule Exercise price is \$7.08: Options Exercisable 01/02/2006 1,333.
- Options Vesting Schedule for Options Granted 02/12/2008 Exercise price is \$28.85: Options Exercisable 02/12/2009 6,500; Options Exercisable 02/12/2010 6,500; Options Exercisable 02/12/2011 7,000.
- (7) Restricted share units accrued under a Company plan to be settled in cash following Reporting Person's retirement. 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.