Forestar Group Inc.
Form 4
February 13, 2017

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEBER PHILLIP J

(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)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/09/2017 | | M | | 13,566 (1) | A | $ 0 | 61,343 | D | |
| Common Stock | 02/09/2017 | | F | | 3,933 | D | $ 12.7 | 57,410 | D | |
| Common Stock | 02/11/2017 | | M | | 2,000 (2) | A | $ 0 | 59,410 | D | |
| Common Stock | 02/11/2017 | | D | | 2,000 (2) | D | $ 13 | 57,410 | 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.**

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 Amoun Underlying Securiti (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Numb of Sh |
| Option (right to buy) (3) | $ 17.8 | | | | | | | 02/09/2011 | 02/09/2020 | Common Stock | 9,6 |
| Option (right to buy) (4) | $ 18.59 | | | | | | | 02/08/2012 | 02/08/2021 | Common Stock | 12,3 |
| Option (right to buy) (5) | $ 16.11 | | | | | | | 02/14/2013 | 02/14/2022 | Common Stock | 7,3 |
| Option (right to buy) (6) | $ 18.7 | | | | | | | 02/12/2014 | 02/12/2023 | Common Stock | 29,2 |
| Option (right to buy) (7) | $ 14.08 | | | | | | | 02/10/2016 | 02/10/2025 | Common Stock | 25,2 |
| Option (right to buy) (8) | $ 13.43 | | | | | | | 09/25/2015 | 09/25/2025 | Common Stock | 90,0 |
| Stock Appreciation Right (9) | $ 17.8 | | | | | | | 02/09/2011 | 02/09/2020 | Common Stock | 11,2 |
| Restricted Share Units (10) | (10) | 02/11/2017 | | M | | 2,000 | | (10) | (10) | Common Stock | 2,0 |
| Restricted Share Units (11) | (11) | 02/09/2017 | | M | | 13,566 | | (11) | (11) | Common Stock | 13,5 |
| Market Stock Units | (12) | | | | | | | (12) | 02/11/2017 | Common Stock | 9,1 |
| Market Stock Units | (12) | | | | | | | (12) | 02/10/2018 | Common Stock | 25,4 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| WEBER PHILLIP J<br>6300 BEE CAVE ROAD<br>BUILDING TWO, SUITE 500<br>AUSTIN, TX 78746 | X | | Chief Executive Officer | |

# Signatures

| | |
|---|---|
| David M. Grimm on behalf of Phillip J. Weber | 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)** Vesting schedule for Options granted 02/09/2010 - Exercise price is $17.80: Options Exercisable 02/09/2011 - 3,201; Options Exercisable 02/09/2012 - 3,202; Options Exercisable 02/09/2013 - 3,201; and Options Exercisable 02/09/2014 - 3,202.

**(4)** Vesting schedule for Options granted 02/08/2011 - Exercise price is $18.59: Options Exercisable 02/08/2012 - 6,182; Options Exercisable 02/08/2013 - 6,182; Options Exercisable 02/08/2014 - 6,182; and Options Exercisable 02/08/2015 - 6,182.

**(5)** Vesting schedule for Options granted 02/14/2012 - Exercise price is $16.11: Options Exercisable 02/14/2013 - 7,376; Options Exercisable 02/14/2014 - 7,377; Options Exercisable 02/14/2015 - 7,376; and Options Exercisable 02/14/2016 - 7,377.

**(6)** Vesting schedule for Options granted 02/12/2013 - Exercise price is $18.70: Options Exercisable 02/12/2014 - 7,310; Options Exercisable 02/12/2015 - 7,310; Options Exercisable 02/12/2016 - 7,310; and Options Exercisable 02/12/2017 - 7,310.

**(7)** Vesting schedule for Options granted 02/10/2015 - Exercise price is $14.08: Options Exercisable 02/10/2016 - 6,317; Options Exercisable 02/10/2017 - 6,317; Options Exercisable 02/10/2018 - 6,317; and Options Exercisable 02/10/2019 - 6,317.

**(8)** Vesting schedule for Options granted 09/25/2015 - Exercise price is $13.43, however, options will not be exercisable unless stock price exceeds $17.50 per share: Options Exercisable 09/25/2016 - 30,000; Options Exercisable 09/25/2017 - 30,000; and Options Exercisable 09/25/2018 - 30,000.

**(9)** Vesting schedule for Stock Appreciation Rights (SARs) granted 02/09/2010 - Exercise price is $17.80: SARs Exercisable 02/09/2011 - 3,758; SARs Exercisable 02/09/2012 - 3,758; SARs Exercisable 02/09/2013 - 3,758; and SARs Exercisable 02/09/2014 - 3,759. SARs will be settled for cash.

**(10)** Restricted share units granted on 02/11/2014 will vest as follows: 2,000 on 02/11/2015; 1,999 on 02/11/2016; 2,000 on 02/11/2017. Restricted share units will be settled for cash based on the fair market value on vesting date.

**(11)** Restricted share units granted on 02/09/2016 will vest as follows: 13,566 on 02/09/2017; 13,566 on 02/09/2018; 13,566 on 02/09/2019. Restricted share units will be settled with stock.

**(12)** 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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