

Forestar Group Inc.  
Form 4  
March 20, 2017

**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 \*  
Jehl Charles D

(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)  
03/16/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/16/2017		A		15,752	A	82,312
Common Stock	03/16/2017		F		4,309	D	\$ 13 78,003

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

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SEC 1474  
(9-02)

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**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)	\$ 28.85					<u>(2)</u>	02/12/2018	Common Stock	22,300
Option (right to buy)	\$ 17.8					<u>(2)</u>	02/09/2020	Common Stock	10,757
Option (right to buy)	\$ 18.59					<u>(2)</u>	02/08/2021	Common Stock	20,772
Option (right to buy) <sup>(3)</sup>	\$ 16.11					02/14/2013	02/14/2022	Common Stock	22,532
Option (right to buy) <sup>(4)</sup>	\$ 18.7					02/12/2014	02/12/2023	Common Stock	19,493
Option (right to buy) <sup>(5)</sup>	\$ 14.08					02/10/2016	02/10/2025	Common Stock	18,377
Stock Appreciation Right <sup>(6)</sup>	\$ 17.8					02/09/2011	02/09/2020	Common Stock	12,628
Restricted Share Units <sup>(7)</sup>	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	21,318
Market Stock Units <sup>(8)</sup>	<u>(8)</u>					<u>(8)</u>	02/10/2018	Common Stock	18,526

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jehl Charles D 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746			Chief Financial Officer	

## Signatures

David M. Grimm signing on behalf of Charles  
D. Jehl

03/20/2017

\_\_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) Represents vesting of 2014 Performance Stock Units
- (2) Options are fully vested and exercisable as of the date of this report.
- (3) Vesting schedule for Options granted 02/14/2012 - Exercise price is \$16.11: Options Exercisable 02/14/2013 - 5,633; Options Exercisable 02/14/2014 - 5,633; Options Exercisable 02/14/2015 - 5,633; and Options Exercisable 02/14/2016 - 5,633.
- (4) Vesting schedule for Options granted 02/12/2013 - Exercise price is \$18.70: Options Exercisable 02/12/2014 - 4,873; Options Exercisable 02/12/2015 - 4,873; Options Exercisable 02/12/2016 - 4,873; and Options Exercisable 02/12/2017 - 4,874.
- (5) Vesting schedule for Options granted 02/10/2015 - Exercise price is \$14.08: Options Exercisable 02/10/2016 - 4,594; Options Exercisable 02/10/2017 - 4,594; Options Exercisable 02/10/2018 - 4,594; and Options Exercisable 02/10/2019 - 4,595.
- (6) Stock Appreciation Rights (SARs) are fully vested and exercisable as of the date of this report.
- (7) Restricted share units granted on 02/09/2016 will vest as follows: 21,318 on 02/09/2017; 21,317 on 02/09/2018; 21,318 on 02/09/2019. Restricted share units will be settled with stock.
- (8) 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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