

Forestar Group Inc.
Form 4
February 17, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Dickson Bruce Fairchild

(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)
02/12/2015

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 Real Estate 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/12/2015		M	2,601 (1)	A \$ 0	16,857	D
Common Stock	02/12/2015		D	2,601 (1)	D \$ 14.4	14,256	D
Common Stock	02/14/2015		M	16,050 (2)	A (2)	30,306	D
Common Stock	02/14/2015		F	4,345	D \$ 14.86	25,961	D
Common Stock	02/14/2015		M	4,552 (3)	A \$ 0	30,513	D

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Common Stock 02/14/2015 D 4,552
(3) D \$ 14.86 25,961 (4) D

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

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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) (5)	\$ 16.11					02/14/2013 02/14/2022	Common Stock 34,871
Option (right to buy) (6)	\$ 18.7					02/12/2014 02/12/2023	Common Stock 29,240
Option (right to buy) (7)	\$ 14.08					02/10/2016 02/10/2025	Common Stock 27,565
Restricted Share Units (8)	(8)	02/14/2015		M	4,552	(8) (8)	Common Stock 4,552
Restricted Share Units (9)	(9)	02/12/2015		M	2,601	(9) (9)	Common Stock 2,601
Restricted Share Units (10)	(10)					(10) (10)	Common Stock 2,923
Market Stock Units	(11)	02/14/2015		M	17,361	(11) 02/14/2015	Common Stock 17,361
Market Stock Units	(11)					(11) 02/12/2016	Common Stock 14,227

