

Jehl Charles D
 Form 4
 February 14, 2013

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 *
 Jehl Charles D

2. Issuer Name and Ticker or Trading Symbol
 Forestar Group Inc. [FOR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 6300 BEE CAVE
 ROAD, BUILDING TWO, SUITE
 500
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/12/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Accounting Officer

AUSTIN, TX 78746

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 02/12/2013 | | M | (1) | 6,371 | \$ 0 | 39,255 | D |
| Common Stock | 02/12/2013 | | D | (1) | 6,371 | \$ 0 | 32,884 | D |
| Common Stock | 02/12/2013 | | F | | 1,485 | \$ 18.7 | 31,399 (2) | D |

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

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SEC 1474
 (9-02)

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)

| 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 Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Option (right to buy) <u>(3)</u> <u>(4)</u> | \$ 9.83 | | | | | | | 08/01/2007 | 08/01/2013 | Common Stock |
| Option (right to buy) <u>(4)</u> <u>(5)</u> | \$ 15.02 | | | | | | | 02/06/2005 | 02/06/2014 | Common Stock |
| Option (right to buy) <u>(4)</u> <u>(6)</u> | \$ 20.26 | | | | | | | 02/04/2007 | 02/04/2015 | Common Stock |
| Option (right to buy) <u>(4)</u> <u>(7)</u> | \$ 27.06 | | | | | | | 02/03/2007 | 02/03/2016 | Common Stock |
| Option (right to buy) <u>(4)</u> <u>(8)</u> | \$ 30.56 | | | | | | | 02/02/2008 | 02/02/2017 | Common Stock |
| Option (right to buy) <u>(9)</u> | \$ 28.85 | | | | | | | 02/12/2009 | 02/12/2018 | Common Stock |
| Option (right to buy) <u>(10)</u> | \$ 9.29 | | | | | | | 02/12/2010 | 02/12/2019 | Common Stock |
| Option (right to buy) <u>(11)</u> | \$ 17.8 | | | | | | | 02/09/2011 | 02/09/2020 | Common Stock |
| Option (right to buy) <u>(12)</u> | \$ 18.59 | | | | | | | 02/08/2012 | 02/08/2021 | Common Stock |
| Option (right to buy) <u>(13)</u> | \$ 16.11 | | | | | | | 02/14/2013 | 02/14/2022 | Common Stock |
| Option (right to buy) <u>(14)</u> | \$ 18.7 | 02/12/2013 | | A | | 19,493 | | 02/12/2014 | 02/12/2023 | Common Stock |
| Stock Appreciation Right <u>(15)</u> | \$ 9.29 | | | | | | | 02/10/2010 | 02/10/2019 | Common Stock |
| Stock Appreciation Right <u>(16)</u> | \$ 17.8 | | | | | | | 02/09/2011 | 02/09/2020 | Common Stock |
| Restricted Share Units | <u>(17)</u> | 02/12/2013 | | M | | 6,371 | | <u>(17)</u> | <u>(17)</u> | Common Stock |

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- (8) Options Vesting Schedule - Exercise price of \$30.56: Options Exercisable 02/02/2008 - 427; Options Exercisable 02/02/2009 - 427; Options Exercisable 02/02/2010 - 427; and Options Exercisable 02/02/2011 - 427.
- (9) Options Vesting Schedule for Options Granted 02/12/2008 - Exercise price is \$28.85: Options Exercisable 02/12/2009 - 5,575; Options Exercisable 02/12/2010 - 5,575; Options Exercisable 02/12/2011 - 5,575; Options Exercisable 02/12/2012 - 5,575.
- (10) Vesting schedule for Options granted 02/10/2009 - Exercise price is \$9.29: Options Exercisable 02/10/2010 - 4425; Options Exercisable 02/10/2011 - 4426; Options Exercisable 02/10/2012 - 4426; and Options Exercisable 02/10/2013 - 4426.
- (11) Vesting schedule for Options granted 02/9/2010 - Exercise price is \$17.80: Options Exercisable 02/9/2011 - 2,689; Options Exercisable 02/9/2012 - 2,689; Options Exercisable 02/9/2013 - 2,689; and Options Exercisable 02/9/2014 - 2,690.
- (12) Vesting schedule for Options granted 02/8/2011 - Exercise price is \$18.59: Options Exercisable 02/8/2012 - 5,193; Options Exercisable 02/8/2013 - 5,193; Options Exercisable 02/8/2014 - 5,193; and Options Exercisable 02/8/2015 - 5,193.
- (13) 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.
- (14) 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.
- (15) Vesting schedule for Stock Appreciation Rights (SARs) granted 02/10/2009 - Exercise price is \$9.29: SARs Exercisable 02/10/2010 - 9,851; SARs Exercisable 02/10/2011 - 9,851; SARs Exercisable 02/10/2012 - 9,851; and SARs Exercisable 02/10/2013 - 9,851.
- (16) Vesting schedule for Stock Appreciation Rights (SARs) granted 02/9/2010 - Exercise price is \$17.80: SARs Exercisable 02/9/2011 - 3,157; SARs Exercisable 02/9/2012 - 3,157; SARs Exercisable 02/9/2013 - 3,157; and SARs Exercisable 02/9/2014 - 3,157. SARs will be settled for cash.
- (17) Restricted share units granted on 2/9/2010 will vest effective 2/9/2013. Restricted share units will be settled for cash based on the fair market value on vesting date subject to a 1% ROA performance criteria.
- (18) Restricted share units granted on 2/8/2011 will vest as follows: 1,076 on 2/8/2012; 1,076 on 2/8/2013; 1,076 on 2/8/2014. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (19) Restricted share units granted on 2/14/2012 will vest as follows: 2,173 on 2/14/2013; 2,172 on 2/14/2014; 2,173 on 2/14/2015. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (20) Restricted share units granted on 02/12/2013 will vest as follows: 1,647 on 02/12/2014; 1,647 on 02/12/2015; 1,647 on 02/12/2016. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (21) Number of units 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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