

Forestar Group Inc.  
Form 4/A  
February 14, 2017

**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 \*  
Quinley Michael 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)  
02/13/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President

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 or Price   |  |                                   |   |
| Common Stock                    | 02/09/2017                           |  | M                              |   | 13,566<br>(1) (2)   | A  | \$ 0 33,839                       | D |
| Common Stock                    | 02/09/2017                           |  | F                              |   | 4,866   | D  | \$ 12.7 28,973                    | D |
| Common Stock                    | 02/11/2017                           |  | M                              |   | 2,049<br>(3)  | A  | \$ 0 31,022                       | D |
| Common Stock                    | 02/11/2017                           |  | D                              |   | 2,049<br>(3)  | D  | \$ 13 28,973                      | 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy)                      | \$ 17.8  |                                      |  |                                |   | <u>(4)</u> 02/09/2020                                    | Common Stock  | 6,6                        |
| Option (right to buy)                      | \$ 18.59   |                                      |  |                                |   | <u>(4)</u> 02/08/2021                                    | Common Stock  | 14,8                       |
| Option (right to buy)                      | \$ 16.11   |                                      |  |                                |   | <u>(4)</u> 02/14/2022                                    | Common Stock  | 16,0                       |
| Option (right to buy) <u>(5)</u>           | \$ 18.7  |                                      |  |                                |   | 02/12/2014 02/12/2023                                    | Common Stock  | 14,6                       |
| Option (right to buy) <u>(6)</u>           | \$ 14.08   |                                      |  |                                |   | 02/10/2016 02/10/2025                                    | Common Stock  | 18,3                       |
| Option (right to buy) <u>(7)</u>           | \$ 13.43   |                                      |  |                                |   | 09/25/2016 09/25/2025                                    | Common Stock  | 25,6                       |
| Stock Appreciation Right <u>(8)</u>        | \$ 9.29  |                                      |  |                                |   | <u>(8)</u> 02/10/2019                                    | Common Stock  | 25,3                       |
| Stock Appreciation Right <u>(8)</u>        | \$ 17.8  |                                      |  |                                |   | <u>(8)</u> 02/09/2020                                    | Common Stock  | 7,8                        |
| Restricted Share Units <u>(9)</u>          | <u>(9)</u>   | 02/11/2017                           |  | M                              | 2,049   | <u>(9)</u> <u>(9)</u>                                    | Common Stock  | 2,0                        |
| Restricted Share Units <u>(10)</u>         | <u>(10)</u>  |                                      |  |                                |   | <u>(10)</u> <u>(10)</u>                                  | Common Stock  | 12,1                       |
| Restricted Share Units <u>(11)</u>         | <u>(11)</u>  | 02/09/2017                           |  | M                              | 13,566  | <u>(11)</u> <u>(11)</u>                                  | Common Stock  | 13,5                       |

