

Forestar Group Inc.
Form 3
February 12, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Quinley Michael J. | | (Month/Day/Year) | Forestar Group Inc. [FOR] | |
| (Last) | (First) | (Middle) | 02/09/2016 | |
| 6300 BEE CAVE ROAD,Â BUILDING TWO, SUITE 500 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President | |
| AUSTIN,Â TXÂ 78746 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 17,937 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------------------|------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Option (right to buy) | Â <u>(1)</u> | 02/09/2020 | Common Stock | 6,659 | \$ 17.8 | D | Â |
| Option (right to buy) | Â <u>(1)</u> | 02/08/2021 | Common Stock | 14,837 | \$ 18.59 | D | Â |
| Option (right to buy) | Â <u>(1)</u> | 02/14/2022 | Common Stock | 16,094 | \$ 16.11 | D | Â |
| Option (right to buy) <u>(2)</u> | 02/12/2014 | 02/12/2023 | Common Stock | 14,620 | \$ 18.7 | D | Â |
| Option (right to buy) <u>(3)</u> | 02/10/2016 | 02/10/2025 | Common Stock | 18,377 | \$ 14.08 | D | Â |
| Option (right to buy) <u>(4)</u> | 09/25/2016 | 09/25/2025 | Common Stock | 25,650 | \$ 13.43 | D | Â |
| Stock Appreciation Right <u>(5)</u> | Â <u>(5)</u> | 02/10/2019 | Common Stock | 25,381 | \$ 9.29 | D | Â |
| Stock Appreciation Right <u>(5)</u> | Â <u>(5)</u> | 02/09/2020 | Common Stock | 7,817 | \$ 17.8 | D | Â |
| Restricted Share Units <u>(6)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 2,146 | \$ <u>(6)</u> | D | Â |
| Restricted Share Units <u>(7)</u> | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 4,098 | \$ <u>(7)</u> | D | Â |
| Restricted Share Units <u>(8)</u> | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 12,100 | \$ <u>(8)</u> | D | Â |
| Market Stock Units | Â <u>(9)</u> | 02/12/2016 | Common Stock | 7,114 | \$ <u>(9)</u> | D | Â |
| Market Stock Units | Â <u>(9)</u> | 02/11/2017 | Common Stock | 5,152 | \$ <u>(9)</u> | D | Â |
| Market Stock Units | Â <u>(9)</u> | 02/10/2018 | Common Stock | 18,526 | \$ <u>(9)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Quinley Michael J. 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746 | Â | Â | Â President | Â |

Signatures

David M. Grimm signing on behalf of Michael J.
Quinley

02/12/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Options are fully vested and exercisable as of the date of this report.
- (2) Vesting schedule for Options granted 02/12/2013 - Exercise price is \$18.70: Options Exercisable 02/12/2014 - 3,655; Options Exercisable 02/12/2015 - 3,655; Options Exercisable 02/12/2016 - 3,655; and Options Exercisable 02/12/2017 - 3,655.
- (3) 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.
Vesting schedule for Options granted 09/25/2015 - Exercise price is \$13.43, however, options will not be exercisable unless stock price
- (4) exceeds \$17.50 per share: Options Exercisable 09/25/2016 - 8,550; Options Exercisable 09/25/2017 - 8,550; Options Exercisable 09/25/2018 - 8,550.
- (5) Stock Appreciation Rights (SARs) are fully vested and exercisable as of the date of this report.
- (6) Restricted share units granted on 02/12/2013 will vest on 02/12/2016. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (7) Restricted share units granted on 02/11/2014 will vest as follows: 2,049 on 02/11/2016; 2,049 on 02/11/2017. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (8) Restricted share units granted on 09/25/2015 will vest on 09/25/2018. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (9) 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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