

DeCosmo James M
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 *
DeCosmo James M

(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)
02/12/2013

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)
CEO - 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. 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	02/12/2013		M		18,961 (1)	A	\$ 0 133,213 D
Common Stock	02/12/2013		D		18,961 (1)	D	\$ 0 114,252 D
Common Stock	02/12/2013		F		4,418	D	\$ 18.7 109,834 (2) D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (right to buy) <u>(3)</u> <u>(4)</u>	\$ 15.02					02/06/2005	02/06/2014	Common Stock
Option (right to buy) <u>(4)</u> <u>(5)</u>	\$ 20.26					02/04/2006	02/04/2015	Common Stock
Option (right to buy) <u>(4)</u> <u>(6)</u>	\$ 27.06					02/03/2007	02/03/2016	Common Stock
Option (right to buy) <u>(4)</u> <u>(7)</u>	\$ 30.56					02/02/2008	02/02/2017	Common Stock
Option (right to buy) <u>(8)</u>	\$ 28.85					02/12/2009	02/12/2018	Common Stock
Option (right to buy) <u>(9)</u>	\$ 9.29					02/10/2010	02/10/2019	Common Stock
Option (right to buy) <u>(10)</u>	\$ 17.8					02/09/2011	02/09/2020	Common Stock
Option (right to buy) <u>(11)</u>	\$ 18.59					02/08/2012	02/08/2021	Common Stock
Option (right to buy) <u>(12)</u>	\$ 16.11					02/14/2013	02/14/2022	Common Stock
Option (right to buy) <u>(13)</u>	\$ 18.7	02/12/2013		A	53,606	02/12/2014	02/14/2023	Common Stock
Stock Appreciation Right <u>(14)</u>	\$ 9.29					02/10/2010	02/10/2019	Common Stock
Stock Appreciation Right <u>(15)</u>	\$ 17.8					02/09/2011	02/09/2020	Common Stock
Restricted Share Units <u>(16)</u>	<u>(16)</u>	02/12/2013		M	18,961	<u>(16)</u>	<u>(16)</u>	Common Stock
Restricted	<u>(17)</u>					<u>(17)</u>	<u>(17)</u>	Common

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Table with 8 columns: Share Units type, Footnote, Date, Code, Value, Footnote, Date, and Stock type. Includes rows for Restricted Share Units and Performance Units.

Reporting Owners

Table with 5 columns: Reporting Owner Name / Address, Director, 10% Owner, Officer, Other. Lists DeCosmo James M with his address and roles.

Signatures

David M. Grimm signing on behalf of James M. DeCosmo 02/14/2013

**Signature of Reporting Person Date

Explanation of Responses:

- List of responses including: 'If the form is filed by more than one reporting person', 'Intentional misstatements or omissions...', and numbered responses (1) through (8) regarding stock units, vesting schedules, and acquisitions.

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Options Vesting Schedule for Options Granted 02/12/2008 - Exercise price is \$28.85: Options Exercisable 02/12/2009 - 18,500; Options Exercisable 02/12/2010 - 18,500; Options Exercisable 02/12/2011 - 18,500; Options Exercisable 02/12/2012 - 18,500.

- (9) Vesting schedule for Options granted 02/10/2009 - Exercise price is \$9.29: Options Exercisable 02/10/2010 - 14,752; Options Exercisable 02/10/2011 - 14,752; Options Exercisable 02/10/2012 - 14,753; and Options Exercisable 02/10/2013 - 14,753.
- (10) Vesting schedule for Options granted 02/09/2010 - Exercise price is \$17.80: Options Exercisable 02/09/2011 - 8,004; Options Exercisable 02/09/2012 - 8,004; Options Exercisable 02/09/2013 - 8,004; and Options Exercisable 02/09/2014 - 8,004.
- (11) Vesting schedule for Options granted 02/08/2011 - Exercise price is \$18.59: Options Exercisable 02/08/2012 - 13,600; Options Exercisable 02/08/2013 - 13,601; Options Exercisable 02/08/2014 - 13,600; and Options Exercisable 02/08/2015 - 13,601.
- (12) Vesting schedule for Options granted 02/14/2012 - Exercise price is \$16.11: Options Exercisable 02/14/2013 - 14,753; Options Exercisable 02/14/2014 - 14,753; Options Exercisable 02/14/2015 - 14,753; and Options Exercisable 02/14/2016 - 14,754.
- (13) Vesting schedule for Options granted 02/12/2013 - Exercise price is \$18.70: Options Exercisable 02/12/2014 - 13,401; Options Exercisable 02/12/2015 - 13,402; Options Exercisable 02/12/2016 - 13,401; and Options Exercisable 02/12/2017 - 13,402.
- (14) Vesting schedule for Stock Appreciation Rights (SARs) granted 02/10/2009 - Exercise price is \$9.29: SARs Exercisable 02/10/2010 - 32,836; SARs Exercisable 02/10/2011 - 32,836; SARs Exercisable 02/10/2012 - 32,836; and SARs Exercisable 02/10/2013 - 32,837.
Vesting schedule for Stock Appreciation Rights (SARs) granted 02/9/2010 - Exercise price is \$17.80: SARs Exercisable 02/9/2011 - 9,396; SARs Exercisable 02/9/2012 - 9,396; SARs Exercisable 02/9/2013 - 9,396; and SARs Exercisable 02/9/2014 - 9,396. SARs will be settled for cash.
- (15) 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.
- (16) Restricted share units granted on 2/8/2011 will vest as follows: 2,690 on 2/8/2012; 2,689 on 2/8/2013; 2,690 on 2/8/2014. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (17) Restricted share units granted on 02/14/2012 will vest as follows: 8,070 on 02/14/2013; 8,069 on 02/14/2014; 8,070 on 02/14/2015. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (18) Restricted share units granted on 02/12/2013 will vest as follows: 3,432 on 02/12/2014; 3,431 on 02/12/2015; 3,431 on 02/12/2016. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (19) Restricted share units granted on 02/12/2013 will vest as follows: 3,432 on 02/12/2014; 3,431 on 02/12/2015; 3,431 on 02/12/2016. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (20) 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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