Edgar Filing: Brown Kathleen - Form 4

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Form 4											
August 10, 2011 FORM 4										PPROVAL	
	UNITED	STATES		TIES AND nington, D			JE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or									burden hou	January 31	
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	ises)										
1. Name and Address Brown Kathleen	2. Issuer Name and Ticker or Trading Symbol Forestar Group Inc. [FOR]				5. Relationship of Reporting Person(s) to Issuer						
(Last) (1	First) (1	Middle)	3. Date of Earliest Transaction (Check					k all applicable)			
6300 BEE CAVE ROAD, BUILDING TWO, SUITE 500			(Month/Day/Year) 08/09/2011				X_ Director 10% Owner Officer (give title Other (specify below) below)				
(5	Street)		Filed(Month/Day/Year) A					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
AUSTIN, TX 78'	746							Form filed by M Person			
(City) (S	State)	(Zip)	Table	I - Non-Deri	ivative So	ecurities	s Acq	uired, Disposed o	f, or Beneficial	ly Owned	
	ransaction Dat nth/Day/Year)	Executio any	on Date, if	Transaction	Disposed Instr. 3, 4	(A) or of (D) and 5) (A) or		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)	
Common Stock								9,995 <u>(1)</u>	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 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)

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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. Transacti Code (Instr. 8)	5. Number conof 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) (2)	\$ 28.85					02/12/2009	02/12/2018	Common Stock	20,000
Restricted Share Units (3)	<u>(3)</u>	08/09/2011		А	1,766	<u>(3)</u>	(3)	Common Stock	1,766

Reporting Owners

Reporting Owner Name / Address		Relationsh					
	Director	10% Owner	Officer	Other			
Brown Kathleen 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746	Х						
Signatures							
Brad Stein signing on behalf of Brown	08/10/20	011					
**Signature of Reporting Person	n		Date				
Explanation of Deenenees							

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) In accordance with the Rights Agreement adopted by the Company on December 11, 2007, Preferred Stock Purchase Rights are deemed to be attached to the shares of Common Stock.
- (2) Options Vesting Schedule for Options Granted 02/12/2008 Exercise price is \$28.85: Options Exerciserable 02/12/2009 6,500; Options Exerciserable 02/12/2011 7,000.
- (3) Restricted share units accrued under a Company plan to be settled in cash following Reporting Person's retirement. Restricted share units are vested on the date of grant and have the economic equivalent of one share of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.