

Forestar Real Estate Group Inc.

Form 4

July 02, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JASTROW KENNETH M II

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1300 SOUTH MOPAC
EXPRESSWAY 3-SOUTH

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2008

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

(Street)
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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/01/2008		M		14,557 (1)	A (1) 144,791 (2)	D
Common Stock	07/01/2008		D		3,583 (1)	D \$ 18.11 141,208	D
Common Stock	07/01/2008		M		17,500 (3)	A (3) 158,708	D
Common Stock	07/01/2008		D		17,500 (3)	D \$ 18.11 141,208 (4)	D
Common Stock						3,796 (5)	I By Trustee

401(k)
Plan

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

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SEC 1474
(9-02)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Option (right to buy) <u>(6)</u> <u>(7)</u>	\$ 20.69					05/07/2000 05/07/2009	Common Stock 32,000
Option (right to buy) <u>(6)</u> <u>(8)</u>	\$ 13.24					02/04/2001 02/04/2010	Common Stock 66,666
Option (right to buy) <u>(6)</u> <u>(9)</u>	\$ 11.76					02/02/2002 02/02/2011	Common Stock 66,666
Option (right to buy) <u>(6)</u> <u>(10)</u>	\$ 13.26					02/01/2003 02/01/2012	Common Stock 33,333
Option (right to buy) <u>(6)</u> <u>(11)</u>	\$ 8.68					02/07/2004 02/07/2013	Common Stock 36,666
Option (right to buy) <u>(6)</u> <u>(12)</u>	\$ 15.02					02/06/2005 02/06/2014	Common Stock 33,333
Option (right to buy) <u>(6)</u> <u>(13)</u>	\$ 20.26					02/04/2006 02/04/2015	Common Stock 33,333
Option (right to buy) <u>(6)</u> <u>(14)</u>	\$ 27.06					02/03/2007 02/03/2016	Common Stock 34,166

Option (right to buy) <u>(15)</u>	\$ 28.85				02/12/2009	02/12/2018	Common Stock	20,000
Restricted (6) <u>(16)</u>		07/01/2008	M	17,500 (3)	<u>(16)</u>	<u>(16)</u>	Common Stock	41,666
Restricted (6) <u>(17)</u>					<u>(17)</u>	<u>(17)</u>	Common Stock	50,000
Phantom Stock <u>(6)</u> <u>(18)</u>	<u>(18)</u>	07/01/2008	M	14,557 (1)	<u>(18)</u>	<u>(18)</u>	Common Stock	14,557

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JASTROW KENNETH M II 1300 SOUTH MOPAC EXPRESSWAY 3-SOUTH AUSTIN, TX 78746				X

Signatures

David M. Grimm signing on behalf of Kenneth M.
Jastrow, II

07/02/2008

 Signature of Reporting Person

Date

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) Settlement of 14,557 phantom shares, as more fully described in footnote 18 below, 10,974 of which shares were settled in shares of Forestar Common Stock and 3,583 of which shares were settled in cash.
- The total number of shares beneficially owned has been corrected to eliminate a 4,026 share overstatement error that occurred in the reporting person's Form 4 filed with the Securities and Exchange Commission on January 18, 2008, which overstatement error has been carried forward to Forms 4 filed after such date and prior to the date hereof.
- (2) 17,500 Restricted Shares were settled for cash based on the fair market value on the settlement date.
- (3) 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.
- Reporting Person acquired shares through acquisitions under the Temple-Inland 401(k) plan. By trustee of the Temple-Inland 401(k) Plan according to the latest report of the Plan Administrator. (Note: Trustee uses unit accounting; therefore, share equivalents may fluctuate slightly from month to month.)
- (4) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off effective December 28, 2007.
- (5) Options Vesting Schedule - Exercise price \$20.69: Options Exercisable 05/07/2001 - 4,800; Options Exercisable 05/07/2002 - 4,800; Options Exercisable 05/07/2003 - 4,800; Options Exercisable 05/07/2004 - 4,800; and Options Exercisable 05/07/2005 - 12,800.
- (6) Options Vesting Schedule - Exercise price \$13.24: Options Exercisable 02/04/2002 - 10,000; Options Exercisable 02/04/2003 - 10,000; Options Exercisable 02/04/2004 - 10,000; Options Exercisable 02/04/2005 - 10,000; and Options Exercisable 02/04/2006 - 26,666.
- (7) Options Vesting Schedule - Exercise price \$11.76: Options Exercisable 02/04/2002 - 16,666; Options Exercisable 02/04/2003 - 16,666; Options Exercisable 02/04/2004 - 16,666; Options Exercisable 02/04/2005 - 16,666.

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- (10) Options Vesting Schedule - Exercise price \$13.26: Options Exercisable 02/01/2003 - 8,333; Options Exercisable 02/01/2004 - 8,333; Options Exercisable 02/01/2005 - 8,333; and Options Exercisable 02/01/2006 - 8,333.
- (11) Options Vesting Schedule - Exercise price \$8.68: Options Exercisable 02/07/2004 - 9,166; Options Exercisable 02/07/2005 - 9,167; Options Exercisable 02/07/2006 - 9,166; and Options Exercisable 02/07/2007 - 9,167.
- (12) Options Vesting Schedule - Exercise price \$15.02: Options Exercisable 02/06/2005 - 8,333; Options Exercisable 02/06/2006 - 8,333; Options Exercisable 02/06/2007 - 8,333 and Options Exercisable 01/01/2008 -8,333.
- (13) Options Vesting Schedule - Exercise price \$20.26: Options Exercisable 02/04/2006 - 8,333; Options Exercisable 02/04/2007 - 8,333; and Options Exercisable 01/01/2008 -16,666.
- (14) Options Vesting Schedule - Exercise price \$27.06: Options Exercisable 02/03/2007 - 8,541; and Options Exercisable 01/01/2008 - 25,625.
- (15) Options Vesting Schedule for Options Granted 02/12/2008 - Exercise price \$28.85: Options Exercisable 02/12/2009 - 6,500; Options Exercisable 02/12/2010 - 6,500; Options Exercisable 02/12/2011 - 7,000.
17,500 Restricted Shares were settled for cash based on the fair market value on the settlement date. The remaining Restricted Shares
- (16) (24,666) will vest effective February 3, 2009, subject to a 1% ROI performance criteria. Restricted Shares will be settled for cash based on the fair market value on the vesting date.
- (17) Restricted Shares will vest effective February 2, 2010, subject to a 1% ROI performance criteria. Restricted Shares will be settled for cash based on the fair market value on the vesting date.
- (18) Phantom shares accrued under a Temple-Inland Inc. plan that were settled as follows:10,974 phantom shares were settled in shares of Forestar Common Stock and 3,583 phantom shares were settled in cash based on the fair market value on the settlement date.

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.