

Portwood Charles J.
Form 4
February 05, 2009

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Portwood Charles J.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6300 BEE CAVE
ROAD, BUILDING TWO, SUITE
500

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2009

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President - Land Mgmt

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 (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)
				(A) or (D)	Price		
Common Stock	02/03/2009	02/03/2009	M	700 (1) A	\$ 12.41	3,694 (2) (3)	D
Common Stock	02/03/2009	02/03/2009	D	700 (1) D	\$ 12.41	2,994 (2) (3) (4)	D
Common Stock						480 (2) (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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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)	8. Amount or Number of Shares
Option (right to buy) <u>(2)</u> <u>(6)</u>	\$ 9.83					08/01/2004 08/01/2013	Common Stock	133
Option (right to buy) <u>(2)</u> <u>(6)</u>	\$ 15.02					02/06/2005 02/06/2014	Common Stock	266
Option (right to buy) <u>(2)</u> <u>(7)</u>	\$ 20.26					02/04/2006 02/04/2015	Common Stock	1,250
Option (right to buy) <u>(2)</u> <u>(8)</u>	\$ 27.06					02/03/2007 02/03/2016	Common Stock	1,281
Option (right to buy) <u>(2)</u> <u>(9)</u>	\$ 30.56					02/02/2008 02/02/2017	Common Stock	1,708
Option (right to buy) <u>(10)</u>	\$ 28.85					02/12/2009 02/12/2018	Common Stock	6,300
Restricted Shares <u>(2)</u>	<u>(1)</u>	02/03/2009	02/03/2009	M	700	<u>(1)</u> <u>(1)</u>	Common Stock	700
Restricted Shares <u>(2)</u> <u>(11)</u>	<u>(11)</u>					<u>(11)</u> <u>(11)</u>	Common Stock	700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Portwood Charles J. 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746			Vice President - Land Mgmt	

Signatures

David M. Grimm signing on behalf of Charles J. Portwood 02/05/2009

__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) Restricted share units vested on 2/3/2009; payable in cash based on the fair market value on vesting date.
- (2) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off effective 12/28/2007.
- (3) Includes 2,400 shares representing a restricted stock award granted on 2/12/2008, which award will vest on 2/12/2011 so long as the Company achieves a minimum 1% return on assets over the three-year vesting period.
- (4) 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 additional shares through on-going acquisitions under 401(k) plan. By trustee of the Temple-Inland Salaried Savings 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.)
- (5) Options are fully vested and exercisable as of the date of this report.
- (6) Options to acquire 833 shares are fully vested and exercisable as of the date of this report. Options to acquire 417 shares will vest and become exercisable on 2/4/2009.
- (7) Options to acquire 427 shares became exercisable on 2/3/2008 and options to acquire 427 shares will vest and become exercisable on each of 2/3/2009 and 2/3/2010.
- (8) Options to acquire 427 shares became exercisable on 2/2/2008 and options to acquire 427 shares will vest and become exercisable on each of 2/2/2009, 2010 and 2011.
- (9) Options to acquire 1,575 shares will vest and become exercisable on each of 2/12/2009, 2010, 2011 and 2012.
- (10) Restricted share units will vest effective 2/2/2010, and will be payable in cash based on the fair market value on the vesting date.

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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