

DeCosmo James M  
 Form 4  
 February 12, 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 \*  
 DeCosmo James M

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)  
 02/10/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO - President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 02/10/2009                           | 02/10/2009   | M                              | (A)<br>Code V Amount (D) Price<br>6,133 (1) A \$ 9.29             | 43,739  | D  |                                   |
| Common Stock                    | 02/10/2009                           | 02/10/2009   | D                              | 6,133 (1) D \$ 9.29   | 37,606  | D  |                                   |
| Common Stock                    | 02/10/2009                           | 02/10/2009   | A                              | 40,366 (2) A \$ 9.29  | 77,972 (3)  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 547 (4)   | I  | By Trustee 401(k) Plan            |

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

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(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 Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Option (right to buy) <u>(5)</u> <u>(6)</u>  | \$ 13.24   |                                      |  |                                |   | 02/04/2003   | 02/04/2010  | Common Stock |
| Option (right to buy) <u>(6)</u> <u>(7)</u>  | \$ 11.76   |                                      |  |                                |   | 02/02/2003   | 02/02/2011  | Common Stock |
| Option (right to buy) <u>(6)</u> <u>(8)</u>  | \$ 13.26   |                                      |  |                                |   | 02/01/2006   | 02/01/2012  | Common Stock |
| Option (right to buy) <u>(6)</u> <u>(9)</u>  | \$ 8.68  |                                      |  |                                |   | 02/07/2006   | 02/07/2013  | Common Stock |
| Option (right to buy) <u>(6)</u> <u>(10)</u> | \$ 15.02   |                                      |  |                                |   | 02/06/2005   | 02/06/2014  | Common Stock |
| Option (right to buy) <u>(6)</u> <u>(11)</u> | \$ 20.26   |                                      |  |                                |   | 02/04/2006   | 02/04/2015  | Common Stock |
| Option (right to buy) <u>(6)</u> <u>(12)</u> | \$ 27.06   |                                      |  |                                |   | 02/03/2007   | 02/03/2016  | Common Stock |
| Option (right to buy) <u>(6)</u> <u>(13)</u> | \$ 30.56   |                                      |  |                                |   | 02/02/2008   | 02/02/2017  | Common Stock |
| Option (right to buy) <u>(14)</u>            | \$ 28.85   |                                      |  |                                |   | 02/12/2009   | 02/12/2018  | Common Stock |
| Option (right to buy) <u>(15)</u>            | \$ 9.29  | 02/10/2009                           |  | A                              | 59,010  | 02/10/2010   | 02/10/2019  | Common Stock |
| Stock Appreciation Right <u>(16)</u>         | \$ 9.29  | 02/10/2009                           |  | A                              | 131,345   | 02/10/2010   | 02/10/2019  | Common Stock |
| Restricted <u>(1)</u> <u>(6)</u>             | <u>(1)</u>   | 02/10/2009                           |  | M                              | 6,133   | <u>(1)</u>   | <u>(1)</u>  | Common Stock |
| Restricted Share Units                       | <u>(17)</u>  |                                      |  |                                |   | <u>(17)</u>  | <u>(17)</u>                                       | Common Stock |

|                        |      |            |   |        |  |      |      |              |
|------------------------|------|------------|---|--------|--|------|------|--------------|
| (6)                    |      |            |   |        |  |      |      |              |
| Restricted Share Units | (18) |            |   |        |  | (18) | (18) | Common Stock |
| (6)                    |      |            |   |        |  |      |      |              |
| Restricted Share Units | (19) | 02/10/2009 | A | 40,366 |  | (19) | (19) | Common Stock |
| (19)                   |      |            |   |        |  |      |      |              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| DeCosmo James M<br>6300 BEE CAVE ROAD<br>BUILDING TWO, SUITE 500<br>AUSTIN, TX 78746 | X             |           | CEO - President |       |

## Signatures

David M. Grimm signing on behalf of James M. DeCosmo 02/12/2009

\_\_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) Conditions of Performance share units satisfied 2/10/2009. Performance share units will be settled for cash based on the fair market value on 2/10/2009.
- (2) Restricted shares granted on 2/10/2009 will vest effective 2/10/2012. Restricted shares are subject to a 1% ROA performance criteria.
- (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 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 Vesting Schedule for Options Granted 02/04/2000 - Exercise price is \$13.24: Options Exercisable 02/04/2004 - 666.
- (6) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007.
- (7) Options Vesting Schedule - Exercise price is \$11.76: Options Exercisable 02/04/2005 - 833.
- (8) Options Vesting Schedule - Exercise price is \$13.26: Options Exercisable 02/01/2006 - 2,000.
- (9) Options Vesting Schedule - Exercise price is \$8.68: Options Exercisable 02/07/2007 - 1,666.
- (10) Options Vesting Schedule - Exercise price of \$15.02: Options Exercisable 02/06/2007 - 1,250; Options Exercisable 02/06/2008 - 416.
- (11) Options Vesting Schedule - Exercise price of \$20.26: Options Exercisable 02/04/2007 - 2,666; Options Exercisable 02/04/2008 - 1,333; Options Exercisable 02/04/2009 - 1,333.
- (12) Options Vesting Schedule - Exercise price of \$27.06: Options Exercisable 02/03/2007 - 1,537; Options Exercisable 02/03/2008 - 1,537; Options Exercisable 02/03/2009 - 1,537; and Options Exercisable 02/03/2010 - 1,537.
- (13) Options Vesting Schedule - Exercise price of \$30.56: Options Exercisable 02/02/2008 - 1,537; Options Exercisable 02/02/2009 - 1,537; Options Exercisable 02/02/2010 - 1,537; and Options Exercisable 02/02/2011 - 1,537.

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- (14) 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.
- (15) 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.
- (16) 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.
- (17) Restricted share units will vest effective 02/02/2010. Restricted share units will be settled for cash based on the fair market value on the vesting date.
- (18) Restricted share units will vest effective 05/04/2010. Restricted share units will be settled for cash based on the fair market value on the vesting date.
- (19) Restricted share units granted on 2/10/2009 will vest effective 2/10/2012. Restricted share units will be settled for cash based on the fair market value on the vesting date subject to a 1% ROA performance criteria.

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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