

DeCosmo James M
Form 4/A
December 15, 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)
11/18/2009

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

AUSTIN, TX 78746

4. If Amendment, Date Original Filed(Month/Day/Year)
11/18/2009

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) Code V Amount Price | | | |
| Common Stock | 11/18/2009 | 11/18/2009 | M | 666 A \$ 13.24 | 78,638 ⁽¹⁾ | D | |
| Common Stock | 11/18/2009 | 11/18/2009 | F | 512 ⁽¹⁾ D \$ 19.3 | 78,126 ⁽²⁾ | D | |
| Common Stock | | | | | 547 ⁽³⁾ | I | By Trustee 401(k) Plan |

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

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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)

| 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 | Title | Amount Number Shares |
| Option (right to buy) <u>(4)</u> <u>(5)</u> | \$ 13.24 | 11/18/2009 | | M | | 666 | | 02/04/2003 | 02/04/2010 | Common Stock | 666 |
| Option (right to buy) <u>(5)</u> <u>(6)</u> | \$ 11.76 | | | | | | | 02/02/2003 | 02/02/2011 | Common Stock | 833 |
| Option (right to buy) <u>(5)</u> <u>(7)</u> | \$ 13.26 | | | | | | | 02/01/2006 | 02/01/2012 | Common Stock | 2,000 |
| Option (right to buy) <u>(5)</u> <u>(8)</u> | \$ 8.68 | | | | | | | 02/07/2006 | 02/07/2013 | Common Stock | 1,666 |
| Option (right to buy) <u>(5)</u> <u>(9)</u> | \$ 15.02 | | | | | | | 02/06/2005 | 02/06/2014 | Common Stock | 1,666 |
| Option (right to buy) <u>(5)</u> <u>(10)</u> | \$ 20.26 | | | | | | | 02/04/2006 | 02/04/2015 | Common Stock | 5,333 |
| Option (right to buy) <u>(5)</u> <u>(11)</u> | \$ 27.06 | | | | | | | 02/03/2007 | 02/03/2016 | Common Stock | 6,150 |
| Option (right to buy) <u>(5)</u> <u>(12)</u> | \$ 30.56 | | | | | | | 02/02/2008 | 02/02/2017 | Common Stock | 6,150 |
| Option (right to buy) <u>(13)</u> | \$ 28.85 | | | | | | | 02/12/2009 | 02/12/2018 | Common Stock | 74,000 |
| Option (right to buy) <u>(14)</u> | \$ 9.29 | | | | | | | 02/10/2010 | 02/10/2019 | Common Stock | 59,010 |
| Stock Appreciation Right <u>(15)</u> | \$ 9.29 | | | | | | | 02/10/2010 | 02/10/2019 | Common Stock | 131,340 |
| Restricted <u>(5)</u> <u>(16)</u> | <u>(16)</u> | | | | | | | <u>(16)</u> | <u>(16)</u> | Common Stock | 6,133 |
| Restricted Share Units | <u>(17)</u> | | | | | | | <u>(17)</u> | <u>(17)</u> | Common Stock | 6,666 |

(5)Restricted
Share Units(18)(18)(18)Common
Stock

8,333

(5)Restricted
Share Units(19)(19)(19)Common
Stock

40,366

(19)

Reporting Owners

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

Signatures

David M. Grimm signing on behalf of James M.
DeCosmo

12/15/2009

 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) Reporting Person acquired additional shares by swapping shares already owned, resulting in a net increase in shares.
- (2) 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.
- (3) 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.)
- (4) Options Vesting Schedule for Options Granted 02/04/2000 - Exercise price is \$13.24: Options Exercisable 02/04/2004 - 666.
- (5) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007.
- (6) Options Vesting Schedule - Exercise price is \$11.76: Options Exercisable 02/04/2005 - 833.
- (7) Options Vesting Schedule - Exercise price is \$13.26: Options Exercisable 02/01/2006 - 2,000.
- (8) Options Vesting Schedule - Exercise price is \$8.68: Options Exercisable 02/07/2007 - 1,666.
- (9) Options Vesting Schedule - Exercise price of \$15.02: Options Exercisable 02/06/2007 - 1,250; Options Exercisable 02/06/2008 - 416.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.

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- (14) 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.
- (15) 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.
- (16) 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.
- (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.

Remarks:

Amended to correct shares used to pay exercise price and associated tax withholding.

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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