Edgar Filing: JOHNSON JAMES A /DC/ - Form 4

JOHNSON JA	MES A /DC/	/										
Form 4												
November 09,	2011											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB A	OMB APPROVAL				
	UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287		
Check this l if no longer									Expires:	January 31, 2005		
subject to STATEMENT OF C Section 16.				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated average burden hours per		
Form 4 orresponseForm 5obligationsobligationsFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section1(b).30(h) of the Investment Company Act of 1940								0.5				
(Print or Type Res	sponses)											
1. Name and Address of Reporting Person <u></u> JOHNSON JAMES A /DC/			2. Issuer Name and Ticker or Trading Symbol				5	5. Relationship of Reporting Person(s) to Issuer				
			Forestar	Group In	c. [FOR]			(Chec	k all applicable	e)		
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction					,		
				(Month/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify				
6300 BEE CA ROAD, BUIL 500		, SUITE	11/08/20)11				below)	below)	er (specify		
	(Street)		4 If Amer	ndment, Dat	te Original			6. Individual or Jo	oint/Group Filip	10(Check		
	· · · · · · · · · · · · · · · · · · ·			nth/Day/Year)				Applicable Line) _X_Form filed by One Reporting Person				
AUSTIN, TX	78746							Form filed by M Person	Iore than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Ac	quired, Disposed of	, or Beneficia	lly Owned		
	2. Transaction I (Month/Day/Ye	ear) Execution any	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D) 4 and 5 (A) or)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock				Coue V	Amount	(D)	THE	13,662 <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)

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)	Securities	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) (3)	\$ 6.73					02/04/2001	02/04/2015	Common Stock	1,333
Option (right to buy) (3) (4)	\$ 5.98					01/02/2002	01/02/2016	Common Stock	1,333
Option (right to buy) (3) (5)	\$ 7.08					01/02/2003	01/02/2017	Common Stock	1,333
Option (right to buy) (3) (6)	\$ 13.26					02/01/2003	02/01/2012	Common Stock	666
Option (right to buy) (7)	\$ 28.85					02/12/2009	02/12/2018	Common Stock	20,000
$\frac{\text{Phantom}}{(3)} (8)$	<u>(8)</u>					11/02/2007	11/02/2021	Common Stock	1,334 (8)
Restricted Share Units (9)	<u>(9)</u>	11/08/2011		А	1,498	<u>(9)</u>	<u>(9)</u>	Common Stock	1,498

Edgar Filing: JOHNSON JAMES A /DC/ - Form 4

Reporting Owners

Reporting Owner Name / Address		Relationsh					
1	Director	10% Owner	Officer	Other			
JOHNSON JAMES A /DC/ 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746	Х						
Signatures							
David M. Grimm signing on be Johnson		11/09/2011					
**Signature of Reporting			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) 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 Exercise price is \$6.73: Options Exercisable 02/04/2004 1,333.
- (3) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007.
- (4) Options Vesting Schedule Exercise price is \$5.98: Options Exercisable 01/02/2005 1,333.
- (5) Options Vesting Schedule Exercise price is \$7.08: Options Exercisable 01/02/2006 1,333.
- (6) Options Vesting Schedule Exercise price is \$13.26: Options Exercisable 02/01/2006 666.
- (7) Options Vesting Schedule for Options Granted 02/12/2008 Exercise price is \$28.85: Options Exercisable 02/12/2009 6,500; Options Exercisable 02/12/2010 6,500; Options Exercisable 02/12/2011 7,000.
- (8) Phantom shares accrued under a Temple-Inland Inc. plan being settled in 15 annual installments following Reporting Person's retirement from Temple-Inland Inc. in November 2007. The first installment was paid in November 2007.
- (9) 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.