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Forestar Gro Form 4	up Inc.										
August 21, 2	014										
FORM	14 UNITED	STATES					NGE C	OMMISSION	OMB	PROVAL 3235-0287	
Check the		Washington, D.C. 20549						Number: Expires:	January 31,		
if no long subject to Section 1 Form 4 o	6. r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES								2005 verage 's per 0.5	
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 17	(a) of the l	Public U		ding Com	pany	Act of	e Act of 1934, 1935 or Sectior)	1		
(Print or Type F	Responses)										
Grimm David M Symb								5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec					k all applicable)			
6300 BEE C ROAD, BU 500	CAVE ILDING TWO,	SUITE	(Month/E 08/19/2	-				Director X Officer (give below) Chief Adr		Owner r (specify ïcer	
				nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
AUSTIN, T	X 78746							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	n Date, if	3. Transactio Code (Instr. 8)	4. Securiti or(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	08/19/2014			М	17,703	А	\$ 9.29	58,764	D		
Common Stock	08/19/2014			F	10,822	D	\$ 19.98	47,942 <u>(1)</u>	D		
Common Stock								1,000	I	By Spouse	

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

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information contained in this form are not
required to respond unless the formSEC 1474
(9-02)

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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. Transactio Code (Instr. 8)	Deriv Secu Acqu or Di (D)	rities hired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Option (right to buy) $(2) (3)$	\$ 20.26						02/04/2006	02/04/2015	Common Stock	53
Option (right to buy) $(3) (4)$	\$ 27.06						02/03/2007	02/03/2016	Common Stock	1,7
Option (right to buy) $(3) (5)$	\$ 30.56						02/02/2008	02/02/2017	Common Stock	1,7
Option (right to buy) $\underline{^{(6)}}$	\$ 28.85						02/12/2009	02/12/2018	Common Stock	22,3
Option (right to buy) (7)	\$ 9.29	08/19/2014		М		17,703	02/10/2010	02/10/2019	Common Stock	17,7
Option (right to buy) $\frac{(8)}{2}$	\$ 17.8						02/09/2011	02/09/2020	Common Stock	10,7
Option (right to buy) (9)	\$ 18.59						02/08/2012	02/08/2021	Common Stock	20,7
Option (right to buy) (10)	\$ 16.11						02/14/2013	02/14/2022	Common Stock	24,1
Option (right to buy) (11)	\$ 18.7						02/12/2014	02/12/2023	Common Stock	24,3
Stock Appreciation Right (12)	\$ 17.8						02/09/2011	02/09/2020	Common Stock	12,6
Restricted Share Units (13)	<u>(13)</u>						(13)	(13)	Common Stock	3,0
Restricted Share Units (14)	(14)						(14)	<u>(14)</u>	Common Stock	2,0
Restricted	<u>(15)</u>						(15)	(15)	Common	5,5

Share Units (15)				Stock	
Market Stock Units	<u>(16)</u>	(16)	02/14/2015	Common Stock	12,0
Market Stock Units	<u>(16)</u>	(16)	02/12/2016	Common Stock	11,8
Market Stock Units	<u>(16)</u>	(16)	02/11/2017	Common Stock	7,3

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Grimm David M 6300 BEE CAVE ROAD BUILDING TWO, SUITE 500 AUSTIN, TX 78746			Chief Administrative Officer				
Signatures							

David M. 08/21/2014 Grimm

Reporting Person

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 of \$20.26: Options Exercisable 02/04/2007 266; Options Exercisable 02/04/2008 133; Options Exercisable 02/04/2009 134.
- (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 of \$27.06: Options Exercisable 02/03/2007 427; Options Exercisable 02/03/2008 427; Options Exercisable 02/03/2009 427; and Options Exercisable 02/03/2010 427.
- Options Vesting Schedule Exercise price of \$30.56: Options Exercisable 02/02/2008 427; Options Exercisable 02/02/2010 427; and Options Exercisable 02/02/2011 427.
- (6) Options Vesting Schedule for Options Granted 02/12/2008 Exercise price is \$28.85: Options Exercisable 02/12/2009 5,575; Options Exercisable 02/12/2010 5,575; Options Exercisable 02/12/2012 5,575.
- (7) Vesting schedule for Options granted 02/10/2009 Exercise price is \$9.29: Options Exercisable 02/10/2010 4425; Options Exercisable 02/10/2011 4426; Options Exercisable 02/10/2012 4426; and Options Exercisable 02/10/2013 4426.
- (8) Vesting schedule for Options granted 02/09/2010 Exercise price is \$17.80: Options Exercisable 02/09/2011 2,689; Options Exercisable 02/09/2012 2,689; Options Exercisable 02/09/2013 2,689; and Options Exercisable 02/09/2014 2,690.
- (9) Vesting schedule for Options granted 02/08/2011 Exercise price is \$18.59: Options Exercisable 02/08/2012 5,193; Options Exercisable 02/08/2013 5,193; Options Exercisable 02/08/2014 5,193; and Options Exercisable 02/08/2015 5,193.
- (10) Vesting schedule for Options granted 02/14/2012 Exercise price is \$16.11: Options Exercisable 02/14/2013 6,035; Options Exercisable 02/14/2014 6,036; Options Exercisable 02/14/2015 6,035; and Options Exercisable 02/14/2016 6,036.

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- (11) Vesting schedule for Options granted 02/12/2013 Exercise price is \$18.70: Options Exercisable 02/12/2014 6,091; Options Exercisable 02/12/2015 6,092; Options Exercisable 02/12/2016 6,091; and Options Exercisable 02/12/2017 6,092.
- Vesting schedule for Stock Appreciation Rights (SARs) granted 02/09/2010 Exercise price is \$17.80: SARs Exercisable 02/09/2011 (12) 3,157; SARs Exercisable 02/09/2012 3,157; SARs Exercisable 02/09/2013 3,157; and SARs Exercisable 02/09/2014 3,157. SARs will be settled for cash.
- (13) Restricted share units granted on 02/14/2012 will vest as follows: 3,001 on 02/14/2013; 3,000 on 02/14/2014; 3,000 on 02/14/2015. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (14) Restricted share units granted on 02/12/2013 will vest as follows: 2,028 on 02/12/2014; 2,027 on 02/12/2015; 2,027 on 02/12/2016. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (15) Restricted share units granted on 02/11/2014 will vest as follows: 1,846 on 02/11/2015; 1,845 on 02/11/2016; 1,846 on 02/11/2017. Restricted share units will be settled for cash based on the fair market value on vesting date.
- (16) Number of units received upon vesting will vary depending upon performance of Company stock over the performance period.

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.