

Etheredge Charles T JR
Form 4/A
January 18, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Etheredge Charles T JR

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1300 SOUTH MOPAC
EXPRESSWAY 3-SOUTH

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2007

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Executive Vice President

AUSTIN, TX 78746

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/18/2007

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/14/2007	12/14/2007	J	348 ⁽¹⁾ A \$ 0	348 ⁽²⁾	D	
Common Stock					254 ⁽³⁾	I	By Trustee of 401(k) Plan

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 form
displays a currently valid OMB control
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SEC 1474
(9-02)

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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)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option (right to buy) <u>(1)</u> <u>(4)</u>	\$ 18.05	12/14/2007	12/14/2007	J		166		Common Stock	166
Option (right to buy) <u>(1)</u> <u>(5)</u>	\$ 11.9	12/14/2007	12/14/2007	J		1,000		Common Stock	1,000
Option (right to buy) <u>(1)</u> <u>(6)</u>	\$ 20.41	12/14/2007	12/14/2007	J		533		Common Stock	533
Option (right to buy) <u>(1)</u> <u>(7)</u>	\$ 27.46	12/14/2007	12/14/2007	J		533		Common Stock	533
Option (right to buy) <u>(1)</u> <u>(8)</u>	\$ 36.59	12/14/2007	12/14/2007	J		1,281		Common Stock	1,281
Option (right to buy) <u>(1)</u> <u>(9)</u>	\$ 41.29	12/14/2007	12/14/2007	J		700		Common Stock	700
Restricted <u>(1)</u> <u>(10)</u>	<u>(10)</u>	12/14/2007	12/14/2007	J		700	<u>(10)</u>	Common Stock	700
Restricted <u>(1)</u> <u>(11)</u>	<u>(11)</u>	12/14/2007	12/14/2007	J		700	<u>(11)</u>	Common Stock	700

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Etheredge Charles T JR 1300 SOUTH MOPAC EXPRESSWAY 3-SOUTH AUSTIN, TX 78746	Executive Vice President

Signatures

David M. Grimm signing on behalf of Charles T.
Etheredge, Jr.

01/18/2008

__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).

Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007. Option exercise price shown is Temple-Inland Inc.'s exercise price that will be adjusted to reflect Forestar Real Estate Group Inc.'s option exercise price upon the spin-off and pro rata distribution of shares on or around December 28, 2007.
- (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.

Reporting Person acquired additional shares through on-going acquisitions under 401(k) plan. By trustee of the Temple-Inland Savings and Retirement 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.)
- (2) Options Vesting Schedule for Options Granted 02/01/2006 - Exercise price is \$18.05: Options Exercisable 02/01/2006- 166.
- (3) Options Vesting Schedule for Options Granted 02/07/2003 - Exercise price is \$11.90: Options Exercisable 02/07/2006 - 1,000.
- (4) Options Vesting Schedule for Options Granted 02/06/2004 at an exercise price of \$20.41: Options Exercisable 02/06/2007 - 400; Options Exercisable 02/06/2008 - 133.
- (5) Option Vesting Schedule for Options Granted 02/04/2005 at an exercise price of \$27.46: Options exercisable 02/04/2007 - 266; Options exercisable 02/04/2008 - 133; Options exercisable 02/04/2009 - 133.
- (6) Options Vesting Schedule for Options Granted 02/03/2006 at an exercise price of \$36.59: 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.
- (7) Options Vesting Schedule for Options Granted 02/02/2007 at an exercise price of \$41.29: Options exercisable 02/02/2008 - 320; Options exercisable 02/02/2009 - 320; Options exercisable 02/02/2010 - 320; Options exercisable 02/02/2011 - 320.
- (8) Restricted Shares granted on 02/03/2006 will vest effective 02/03/2009. Restricted Shares will be settled for cash based on the fair market value on the vesting date.
- (9) Restricted Shares granted on 02/02/2007 will vest effective 02/02/2010. Restricted Shares will be settled for cash based on the fair market value on the vesting date.
- (10)
- (11)

Remarks:

Amended to include 401(k)common stock fund ownership.

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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