

Knight Craig A
Form 4
February 04, 2008

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 *
Knight Craig A

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)

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
Chief Investment Officer

(Last) (First) (Middle)

1300 SOUTH MOPAC
EXPRESSWAY 3-SOUTH

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2008

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)
				(A) or (D)	Amount or Price		
Common Stock	01/31/2008	01/31/2008	M	(A)	2,666 (1)	\$	13.33
				(A) or (D)	Amount or Price		
Common Stock				(A)	3,332 (2)		D
				(A) or (D)	Amount or Price		
Common Stock				(A)	1,763 (3)		I
				(A) or (D)	Amount or Price		
				(A) or (D)	Amount or Price		By Trustee 401(k) Plan (3)

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

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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) <u>(4)</u> <u>(5)</u>	\$ 13.33	01/31/2008	01/31/2008	M		2,666		02/06/1999	02/06/2008	Common Stock	2,666
Option (right to buy) <u>(5)</u> <u>(6)</u>	\$ 13.24							02/04/2001	02/04/2010	Common Stock	3,333
Option (right to buy) <u>(5)</u> <u>(7)</u>	\$ 11.76							02/02/2002	02/02/2011	Common Stock	833
Option (right to buy) <u>(5)</u> <u>(8)</u>	\$ 13.26							02/01/2003	02/01/2012	Common Stock	1,666
Option (right to buy) <u>(5)</u> <u>(9)</u>	\$ 8.68							02/07/2004	02/07/2013	Common Stock	2,500
Option (right to buy) <u>(5)</u> <u>(10)</u>	\$ 15.02							02/06/2005	02/06/2014	Common Stock	1,666
Option (right to buy) <u>(5)</u> <u>(11)</u>	\$ 20.26							02/04/2006	02/04/2015	Common Stock	1,666
Option (right to buy) <u>(5)</u> <u>(12)</u>	\$ 27.06							02/03/2007	02/03/2016	Common Stock	3,333
Option (right to buy) <u>(5)</u> <u>(13)</u>	\$ 30.56							02/02/2008	02/02/2017	Common Stock	3,333
Restricted <u>(5)</u> <u>(14)</u>	<u>(15)</u>							<u>(15)</u>	<u>(15)</u>	Common Stock	4,166
Restricted <u>(5)</u> <u>(14)</u>	<u>(14)</u>							<u>(14)</u>	<u>(14)</u>	Common Stock	4,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Craig A 1300 SOUTH MOPAC EXPRESSWAY 3-SOUTH AUSTIN, TX 78746			Chief Investment Officer	

Signatures

David M. Grimm signing on behalf of Craig A.
Knight

02/04/2007

__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) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off effective December 28, 2007.
 - (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.
Reporting Person acquired additional shares through on-going 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.)
 - (3) Options Vesting Schedule for Options Granted 02/06/1998 - Exercise price is \$13.33: Options Exercisable 02/06/2002- 2,666.
 - (4) 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.
 - (5) Options Vesting Schedule for Options Granted 02/04/2000 - Exercise price is \$13.24: Options Exercisable 02/04/2003- 3,333.
 - (6) Options Vesting Schedule for Options Granted 02/02/2001 - Exercise price is \$11.76: Options Exercisable 02/02/2004- 833.
 - (7) Options Vesting Schedule for Options Granted 02/01/2002 - Exercise price is \$13.26: Options Exercisable 02/01/2005- 1,666.
 - (8) Options Vesting Schedule for Options Granted 02/07/2003 - Exercise price is \$8.68: Options Exercisable 02/07/2007 - 2,500.
 - (9) Options Vesting Schedule for Options Granted 02/06/2004 at an exercise price of \$15.02: Options Exercisable 02/06/2007 - 1,250; Options Exercisable 02/06/2008 - 416.
 - (10) Option Vesting Schedule for Options Granted 02/04/2005 at an exercise price of \$20.26: Options exercisable 02/04/2007 - 833; Options exercisable 02/04/2008 - 416; Options exercisable 02/04/2009 - 416.
 - (11) Options Vesting Schedule for Options Granted 02/03/2006 at an exercise price of \$27.06: Options Exercisable 02/03/2007 - 833; Options Exercisable 02/03/2008 - 833; Options Exercisable 02/03/2009 - 833; and Options Exercisable 02/03/2010 - 833.
 - (12) Options Vesting Schedule for Options Granted 02/02/2007 at an exercise price of \$30.56: Options Exercisable 02/02/2008 - 833; Options Exercisable 02/02/2009 - 833; Options Exercisable 02/02/2010 - 833; and Options Exercisable 02/02/2011 - 833.
 - (13) Restricted Shares granted on 08/09/2007 will vest effective 02/02/2010. Restricted Shares will be settled for cash based on the fair market value on the vesting date.
 - (14) Restricted Shares granted on 08/09/2007 will vest effective 02/03/2009. Restricted Shares will be settled for cash based on the fair market value on the vesting date.
 - (15)

Remarks:

Option prices and award amounts updated to reflect spin-off from Temple-Inland Inc. effective 12/28/2007.

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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