

Forestar Group Inc.  
Form 8-K  
May 11, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): May 11, 2011**

**FORESTAR GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-33662**

**26-1336998**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

**6300 Bee Cave Road, Building Two, Suite 500  
Austin, Texas 78746-5149**

(Address of Principal Executive Offices including Zip Code)

**(512) 433-5200**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 10, 2011, Forestar Group Inc. (the Company ) held its 2011 Annual Meeting of Stockholders (the Annual Meeting ). At the Annual Meeting, the Company s stockholders considered four proposals. The proposals are described in detail in the Company s definitive proxy statement for the Annual Meeting as filed with the Securities and Exchange Commission on March 28, 2011. The results of voting on the proposals are as follows.

Proposal No. 1: Election of Directors. The following individuals were elected to the Company s Board of Directors:

| <b>Name</b>            | <b>For</b> | <b>Withhold</b> | <b>Broker<br/>Non-Votes</b> |
|------------------------|------------|-----------------|-----------------------------|
| Kathleen Brown         | 25,704,393 | 5,457,539       | 2,059,260                   |
| Michael E. Dougherty   | 30,226,982 | 935,107         | 2,059,260                   |
| William C. Powers, Jr. | 30,227,298 | 934,791         | 2,059,260                   |

Proposal No. 2: Advisory vote on executive compensation. The proposal was approved.

|              |            |
|--------------|------------|
| For:         | 28,463,880 |
| Against:     | 2,553,709  |
| Abstentions: | 144,467    |

Proposal No. 3: Advisory vote on the frequency of future advisory votes on executive compensation. Every 1 Year was approved.

|              |            |
|--------------|------------|
| 1 Year:      | 26,181,708 |
| 2 Years:     | 88,916     |
| 3 Years:     | 4,677,190  |
| Abstentions: | 214,275    |

After considering these voting results, the Board of Directors of the Company has determined that the Company will hold an advisory vote on executive compensation every year.

Proposal No. 4: The proposal to ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the year 2011 was approved.

|              |            |
|--------------|------------|
| For:         | 33,190,820 |
| Against:     | 20,693     |
| Abstentions: | 9,836      |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FORESTAR GROUP INC.**

Dated: May 11, 2011

By: /s/ David M. Grimm

Name: David M. Grimm

Title: Executive Vice President, General  
Counsel and Secretary