Graass James H Form 4 May 10, 2011

#### FORM 4

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

OMB APPROVAL
OMB
3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

GES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Section 16.

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)

Stock

Stock

Stock

Common

Common

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Graass James H Issuer Symbol EAGLE MATERIALS INC [EXP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title 3811 TURTLE CREEK 05/06/2011 below) below) BLVD., STE #1100 EVP & General Counsel (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75219 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Restricted Common \$ 0 (1) 8,257 05/06/2011 8,257 D Α Α Stock Units (1) Common 1,092 F 27.49 D 05/06/2011 D 79,272

(2)

(3)

480

543

Ι

I

By 401(k)

Reporting

By

Person's IRA

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

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SEC 1474

(9-02)

## 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)	(A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	and 5)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 30.735	05/06/2011		A	9,576	<u>(4)</u>	05/18/2020	Common Stock	9,57

### **Reporting Owners**

Director 10% Owner Officer Other

Graass James H

3811 TURTLE CREEK BLVD.

STE #1100

DALLAS, TX 75219

**EVP & General Counsel** 

#### **Signatures**

/s/ James H. 05/10/2011 Graass

\*\*Signature of Reporting Person

#### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See Exhibit 99

Reporting Owners 2

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- (2) 1,092 shares were withheld by the issuer to satisfy income tax withholding requirements related to the reporting person's receipt of 4,129 shares of Common Stock upon the payout of the first one-third of the earned RSUs and related DEUs as described in footnote (1).
- (3) In accordance with the issuer's Incentive Plan, this price represents the closing price per share of Common Stock on the vesting date.
  - On May 18, 2010, the reporting person was granted an option to purchase up to 12,750 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2011. On May 6, 2011, the
- (4) performance vesting criteria were determined to have been satisfied such that 9,576 options became earned and reportable on such date. The remaining options have been forfeited. The earned options become vested and exercisable as follows: one-third are exercisable immediately; one-third become exercisable on March 31, 2012; and the remaining one-third become exercisable on March 31, 2013.

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.