

ROWLEY STEVE
Form 4
March 21, 2012

FORM 4

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

OMB APPROVAL

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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 *
ROWLEY STEVE

(Last) (First) (Middle)

3811 TURTLE CREEK BLVD.,
#1100

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EAGLE MATERIALS INC [EXP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/19/2012 | | M | | 27,745 | A | \$ 29.0767 |
| | | | | | | | 392,188 |
| Common Stock | 03/19/2012 | | S | | 27,745 | D | \$ 35.2472 |
| | | | | | | | 364,443 |
| Common Stock | 03/20/2012 | | M | | 23,500 | A | \$ 29.0767 |
| | | | | | | | 387,943 |
| Common Stock | 03/20/2012 | | S | | 23,500 | D | \$ 34.6626 |
| | | | | | | | 364,443 |
| | 03/21/2012 | | M | | 82,776 | A | |
| | | | | | | | 447,219 |

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| | | | | | | | | | | |
|-------------------------------|------------|--|---|--------|---------|-----|---------|-------------|---|-----------|
| Common Stock | | | | | \$ | | | | | |
| | | | | | 11.7639 | | | | | |
| Common Stock | 03/21/2012 | | S | 82,776 | D | \$ | 36,1491 | 364,443 | D | |
| | | | | | | (3) | | | | |
| Common Stock | | | | | | | | 2,115 | I | By 401(k) |
| Common Stock | | | | | | | | 1,929 | I | By IRA |
| Restricted Common Stock Units | | | | | | | | 28,935.7622 | D | |

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

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(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. 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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (Right to Buy) | \$ 29.0767 | 03/19/2012 | | M | 27,745 | (4) | 06/09/2012 | Common Stock | 27,745 |
| Non-Qualified Stock Option (Right to Buy) | \$ 29.0767 | 03/20/2012 | | M | 23,500 | (4) | 06/09/2012 | Common Stock | 23,500 |
| Non-Qualified Stock Option (Right to Buy) | \$ 11.7639 | 03/21/2012 | | M | 82,776 | (5) | 05/08/2013 | Common Stock | 82,776 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROWLEY STEVE 3811 TURTLE CREEK BLVD., #1100 DALLAS, TX 75219 | X | | President & CEO | |

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Steven R.
Rowley

03/21/2012

__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) This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$35.03 to \$35.44. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(2) This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$34.21 to \$35.03. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(3) This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$36.00 to \$36.30. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(4) Shares vested upon achievement of certain levels of earnings before interest and taxes and operational excellence goals.

(5) Shares vested upon achievement of certain levels of operating earnings and return on average net assets.

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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