#### **BARNETT F WILLIAM**

Form 4

November 29, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

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January 31, 2005

0.5

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if no longer

may continue.

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

1(b).

Stock Units

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BARNETT F WILLIAM			2. Issuer Name <b>and</b> Ticker or Trading Symbol EAGLE MATERIALS INC [EXP]				I.	5. Relationship of Reporting Person(s) to Issuer			
(Last)		3. Date of Earliest Transaction				(Check all applicable)					
(1)			(Month/Day/Year) 11/27/2012				_	_X_ Director 10% Owner Officer (give title Other (specify below)			
(Street) 4.				4. If Amendment, Date Original 6				6. Individual or Joint/Group Filing(Check			
Filed(M DALLAS, TX 75205				Filed(Month/Day/Year)  Application Applica				Applicable Line)  X_ Form filed by One Reporting Person  Form filed by More than One Reporting  Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)  (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/27/2012			Code V M	Amount 9,933 (1)	(D)	Price \$ 11.5585	(Instr. 3 and 4) 13,311	D		
Common Stock	11/27/2012			S	9,933 (1)	D	\$ 54.9688 (2)	3,378	D		
Restricted Common								8,509.0904	D		

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

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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)	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	Amoun or Numbe of Shares
Non-qualified Stock Option (Right to Buy)	\$ 11.5585	11/27/2012	M	9,933	(3)	07/21/2013	Common Stock	9,933

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BARNETT F WILLIAM							
3800 MAPLEWOOD	X						
DALLAS, TX 75205							

## **Signatures**

/s/ Scott M. Wilson as Attorney-in-Fact for F. William
Barnett

11/29/2012

\*\*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) The reported transactions were effected for tax planning purposes.
- 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 \$54.91 to \$55.15. 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) Shares vested upon achievement of certain levels of operating earnings and return on net average assets.

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.

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