EAGLE MATERIALS INC

Form 4 July 31, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * NICOLAIS MICHAEL R

2. Issuer Name and Ticker or Trading

Symbol

EAGLE MATERIALS INC [[EXP/EXPB]]

(Month/Day/Year) 07/27/2006

3. Date of Earliest Transaction

_X__ Director Officer (give title below)

Issuer

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

3811 TURTLE CREEK BLVD., **SUITE 250**

(First)

(Street)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Dan

DALLAS, TX 75219							Form filed by More than One Reporting Person		
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (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)		
Restricted Common Stock Units	07/27/2006		Code V	Amount 915	(D)	\$ 0 (1)	3,349.7392	D	
Common Stock							8,388	D	
Common Stock							1,200	I	By wife's IRA
Common Stock							555	I	By wife as custodian

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for daughter (2) By wife as Common 555 Ι custodian Stock for son (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Stock

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. Transactic Code (Instr. 8)	5. Number out 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Share
Non-qualified Stock Option	\$ 37.95	07/27/2006		A	1,964	07/27/2006	07/27/2016	Common	1,9

Reporting Owners

(Right to Buy)

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NICOLAIS MICHAEL R 3811 TURTLE CREEK BLVD., SUITE 250 DALLAS, TX 75219	X					
Signatures						

/s/ James H. Graass as Attorney-in-Fact for Michael R. **Nicolais**

> **Signature of Reporting Person Date

2 Reporting Owners

07/31/2006

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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).
- The Restricted Common Stock Units are payable when the non-employee director's service on the board terminates because of the
- (1) director's death or the director's retirement in accordance with the Company's Director Retirement Policy or earlier with the consent of the Compensation Committee.
- These shares are held by wife as custodian for the reporting person's children. The reporting person disclaims beneficial ownership of
- (2) these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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.