

HIRSCH LAURENCE E  
Form 4  
March 07, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
HIRSCH LAURENCE E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3811 TURTLE CREEK  
BLVD., #250

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2011

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

(Street)  
DALLAS, TX 75219

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

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)        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 03/03/2011                           |  | M                              | A   | \$ 12,600<br>22.0267  | 675,217 <sup>(1)</sup>                                   | D  |
| Common Stock                    | 03/03/2011                           |  | F                              | D   | \$ 8,539<br><sup>(2)</sup> 32.5<br><sup>(3)</sup>   | 666,678 <sup>(1)</sup>                                   | D  |
| Common Stock                    |                                      |  |                                |   | 5,173   | I  | By 2006 Hirsch Family Partnership No. 1, Ltd. <sup>(4)</sup> |
| Common                          |                                      |  |                                |   | 5,173   | I  | By 2006  |

|                               |  |             |   |  |  |  |
|-------------------------------|--|-------------|---|--|--|--|
| Stock                         |  |             |   |  |  | Hirsch Family Partnership No. 2, Ltd.<br>(4) |
| Common Stock                  |  | 845,546     | I |  |  | By Highlander Partners, L.P.                 |
| Restricted Common Stock Units |  | 10,787.9976 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (Right to Buy)  | \$ 22.0267   | 03/03/2011                           |  | M                              | 12,600  | (5) 07/27/2011   | Common Stock  | 12,600                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HIRSCH LAURENCE E<br>3811 TURTLE CREEK BLVD.<br>#250<br>DALLAS, TX 75219 | X             |           |         |       |

## Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Laurence E.  
Hirsch

03/07/2011

\_\_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) Excludes an aggregate of 10,346 shares previously owned directly by the reporting person which were contributed to the family limited partnerships referred to in footnote (4) below on January 31, 2007.  
8,539 shares of Common Stock were tendered by Mr. Hirsch to pay for the exercise price in connection with the exercise of the
- (2) Non-Qualified Stock Option shown in Table II. As a result of this transaction, Mr. Hirsch acquired an additional 4,061 shares of Common Stock.
- (3) In accordance with the issuer's Incentive Plan, this price represents the closing price per share of Common Stock on the exercise date.  
Represents previously made separate gifts of limited partnership interests in 2006 Hirsch Family Partnership No. 1, Ltd. and 2006 Hirsch Family Partnership No. 2, Ltd. to two family trusts, the beneficiaries of which are children of the reporting person. The reporting person
- (4) disclaims beneficial ownership of the Common Stock held by these family partnerships except to the extent of his pecuniary interest therein.
- (5) Shares vested immediately on the date the grant was awarded.

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.