

Powers David B  
 Form 4  
 December 20, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Powers David B

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.,  
 #1100  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/18/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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

(City) (State) (Zip)

**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 or (D) Price		
Common Stock	12/18/2012		M		16,679 (1) A \$ 26.695	77,084	D
Common Stock	12/18/2012		S		5,000 (1) D \$ 57.2648	72,084	D
Common Stock	12/18/2012		S		5,000 (1) D \$ 57.2806	67,084	D
Common Stock	12/18/2012		S		6,679 (1) D \$ 57.2896	60,405	D
Common Stock	12/18/2012		S		22,040 (1) D \$ 56.8702	38,365	D
					(2)		



## 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

(2) reported on this line range from \$56.68 to \$56.975. 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 earnings and safety goals.

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.