

QUINN DAVID W
Form 4
November 29, 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 *
QUINN DAVID W

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)
10627 BRIDGE HOLLOW CT.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2012

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

DALLAS, TX 75229

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)
Common Stock	11/27/2012		M	(A) 20,000 (1)	A \$ 24.785 48,078 (2)	D	
Common Stock	11/27/2012		S	(D) 20,000 (1)	D \$ 55.5 28,078	D	
Common Stock	11/28/2012		M	(A) 3,247 (1)	A \$ 24.785 31,325	D	
Common Stock	11/28/2012		S	(D) 3,247 (1)	D \$ 54 28,078	D	
Common Stock	11/28/2012		M	(A) 12,811 (1)	A \$ 40.775 40,889	D	
	11/28/2012		S	(D)	D \$ 54 28,078	D	

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Common Stock						12,811	
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	4,420	\$ 37.95 32,498 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	4,420	\$ 54 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	5,000	\$ 27.72 33,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	5,000	\$ 54.15 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	10,000	\$ 27.72 38,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	10,000	\$ 54.2 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	5,535	\$ 27.72 33,613 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	5,535	\$ 54.2005 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	5,000	\$ 24.955 33,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	5,000	\$ 54.202 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	1,971	\$ 24.955 30,049 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	1,971	\$ 54.2009 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	3,158	\$ 24.955 31,236 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	3,158	\$ 54.15 28,078 D
						<u>(1)</u>	

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Restricted Stock Unit Agreements, the Restricted Stock Units (which were awarded to the reporting person on July 27, 2004; August 4, 2005; and July 27, 2006) became payable upon the reporting person's reaching the retirement age under the issuer's retirement policy in effect on the award date.

(3) 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.

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