

EAGLE MATERIALS INC
 Form 4
 December 21, 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 *
BOWMAN ED H JR

(Last) (First) (Middle)

6424 NORWAY ROAD

(Street)

DALLAS, TX 75230

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
12/19/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	12/19/2012		M		18,831 (1)	A	\$ 23.17
Common Stock	12/19/2012		M		6,573 (1)	A	\$ 33.69
Common Stock	12/19/2012		S		25,404 (1)	D	\$ 57.8474 (2)
							2,523

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

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number.

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)	\$ 23.17	12/19/2012		M	18,831	⁽³⁾ 08/03/2021	Common Stock	18,831
Non-qualified Stock Option (Right to Buy)	\$ 33.69	12/19/2012		M	6,573	⁽⁴⁾ 06/19/2022	Common Stock	6,573

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOWMAN ED H JR 6424 NORWAY ROAD DALLAS, TX 75230		X		

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Ed H. Bowman, Jr. 12/21/2012

__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.
- (2) 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 \$57.72 to \$57.94. 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 immediately on the date the grant was awarded.
- (4) Shares vested 6 months after 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.