

ROWLEY STEVE  
Form 4  
May 10, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
ROWLEY STEVE

(Last) (First) (Middle)

3811 TURTLE CREEK BLVD.,  
#1100

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/06/2011

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)  
President & CEO

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 Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                          |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                            |
| Restricted Common Stock Units <u>(1)</u> | 05/06/2011                           |                                                    | A                              |                                                                   | 28,580 A \$ 0 <u>(1)</u>                                                                      | 28,580                                                   | D                                          |
| Common Stock                             | 05/06/2011                           |                                                    | F                              |                                                                   | 3,780 <u>(2)</u> D \$ 27.49 <u>(3)</u>                                                        | 364,443                                                  | D                                          |
| Common Stock                             |                                      |                                                    |                                |                                                                   |                                                                                               | 2,276                                                    | I By 401(k)                                |
| Common Stock                             |                                      |                                                    |                                |                                                                   |                                                                                               | 1,929                                                    | I By IRA                                   |

## Edgar Filing: ROWLEY STEVE - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option (Right to Buy)  | \$ 30.735                                              | 05/06/2011                           |                                                    | A                              | 33,232                                                                                  | (4) 05/18/2020                                           | Common Stock                                                | 33,232                        |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                 |       |
|--------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                    | Director      | 10% Owner | Officer         | Other |
| ROWLEY STEVE<br>3811 TURTLE CREEK BLVD., #1100<br>DALLAS, TX 75219 | X             |           | President & CEO |       |

## Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Steven R. Rowley 05/10/2011

\*\*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) See Exhibit 99
- (2) 3,780 shares were withheld by the issuer to satisfy income tax withholding requirements related to the reporting person's receipt of 14,292 shares of Common Stock upon the payout of the first one-third of the earned RSUs and related DEUs as described in footnote (1).
- (3) In accordance with the issuer's Incentive Plan, this price represents the closing price per share of Common Stock on the vesting date.
- (4) On May 18, 2010, the reporting person was granted an option to purchase up to 44,250 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2011. On May 6, 2011, the performance vesting criteria were determined to have been satisfied such that 33,232 options became earned and reportable on such date. The remaining options have been forfeited. The earned options become vested and exercisable as follows: one-third are exercisable

## Edgar Filing: ROWLEY STEVE - Form 4

immediately; one-third become exercisable on March 31, 2012; and the remaining one-third become exercisable on March 31, 2013.

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.