

Kesler Dale Craig  
Form 4  
May 10, 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 \*  
Kesler Dale Craig

(Last) (First) (Middle)  
3811 TURTLE CREEK  
BLVD., SUITE 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)  
EVP and CFO

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 (A) or (D) Price   |  |  |
| Restricted Common Stock Units <u>(1)</u> | 05/06/2011                           |  | A                              |   | 7,622 \$ 0 <u>(1)</u>   | D  |  |
| Common Stock                             | 05/06/2011                           |  | F                              |   | 1,036 <u>(2)</u> \$ 27.49 <u>(3)</u>  | D  |  |
| Common Stock                             |                                      |  |                                |   | 662   | I  | By 401(k)                                  |
| Common Stock                             |                                      |  |                                |   | 160   | I  | By IRA                                     |



## Edgar Filing: Kesler Dale Craig - Form 4

On May 18, 2010, the reporting person was granted an option to purchase up to 11,750 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 8,825 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 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.