

EAGLE MATERIALS INC  
Form 4  
May 06, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Avery Kenneth M

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
3811 TURTLE CREEK BLVD,  
#1100

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/04/2005

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

(Street)  
DALLAS, TX 75219

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock <sup>(1)</sup>        | 05/04/2005                              |                                                             | A                                       |                                                                         | 1,040                                                                                                              | A                                                                    | \$<br>77.89                             |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 46                                                                                                                 | I                                                                    |                                         |

By 401K  
Plan

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

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SEC 1474  
(9-02)

# Edgar Filing: EAGLE MATERIALS INC - Form 4

**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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount Underlying Securities (Instr. 3 and 4) |                 |              |                            |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|-----|------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                                |                                                        |                                      |                                                    | Code                           | V                                                                              | (A)                                                      | (D) | Date Exercisable                                           | Expiration Date | Title        | Amount or Number of Shares |
| Non-Qualified EBIT Stock Option (Right to Buy) | \$ 70.26                                               | 05/04/2005                           |                                                    | A                              |                                                                                | 1,289                                                    |     | <u>(2)</u>                                                 | 06/26/2011      | Common Stock | 1,289                      |
| Non-Qualified ROE Stock Option (Right to Buy)  | \$ 70.26                                               | 05/04/2005                           |                                                    | A                              |                                                                                | 1,535                                                    |     | <u>(2)</u>                                                 | 06/26/2011      | Common Stock | 1,535                      |
| Non-Qualified EBIT Stock Option (Right to Buy) | \$ 69.9                                                | 05/04/2005                           |                                                    | A                              |                                                                                | 526                                                      |     | <u>(3)</u>                                                 | 08/04/2011      | Common Stock | 526                        |
| Non-Qualified ROE Stock Option (Right to Buy)  | \$ 69.9                                                | 05/04/2005                           |                                                    | A                              |                                                                                | 626                                                      |     | <u>(3)</u>                                                 | 08/04/2011      | Common Stock | 626                        |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                    |
|----------------------------------------------------------------------|----------------------------------|
|                                                                      | Director 10% Owner Officer Other |
| Avery Kenneth M<br>3811 TURTLE CREEK BLVD, #1100<br>DALLAS, TX 75219 | Vice President & Controller      |

## Signatures

James H. Graass, as Attorney-in-Fact for Kenneth M. Avery

05/06/2005

\_\_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) On June 26, 2004, the reporting person was granted up to 1,387 Restricted Common Stock Units subject to the satisfaction of certain performance conditions. On May 4, 2005, the performance conditions were determined to have been satisfied such that 1,040 Restricted Stock Units became vested and reportable on such date. The remaining Restricted Stock Units have been forfeited. The Common Stock grant reported above represents these vested Restricted Common Stock Units which are issuable in shares of Common Stock as follows: one-third of the Common Stock is issuable immediately; one-third becomes issuable on March 31, 2006; and the remaining one-third becomes issuable on March 31, 2007.

(2) On June 26, 2004, the reporting person was granted an option to purchase 3,070 shares of Common Stock. The Stock Option may vest in as many as three installments subject to the satisfaction of performance conditions determined as of March 31, 2005, 2006 and 2007. On May 4, 2005, the performance conditions as of March 31, 2005 were determined to have been satisfied such that Stock Options became vested as to 2,824 shares. The Stock Option may vest as to additional shares subject to satisfaction of performance conditions during the next two years.

(3) On August 4, 2004, the reporting person was granted an option to purchase 1,252 shares of Common Stock. The Stock Option may vest in as many as three installments subject to the satisfaction of performance conditions determined as of March 31, 2005, 2006 and 2007. On May 4, 2005, the performance conditions as of March 31, 2005 were determined to have been satisfied such that Stock Options became vested as to 1,152 shares. The Stock Option may vest as to additional shares subject to satisfaction of performance conditions during the next two years.

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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