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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject | ct to |
|-------------------------------------|-------|
| Section 16. Form 4 or Form 5 | |
| obligations may continue. See | |
| Instruction 1(b). | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OWR APPRC | JVAL |
|------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burd | len |
| hours ner resnonse: | 05 |

| 1. Walle and Address of Reporting Ferson | | | 2. Issuer Name and Ticker or Trading Symbol EAGLE MATERIALS INC [EXP] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|---------|----------|--|---|--|--|--|--|--|
| Graass James H | | | | Director 10% Owner Officer (give title Other (specify | | | | | |
| (Last) (First) (Middle) 3811 TURTLE CREEK BLVD. | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | below) below) | | | | | |
| | |). | 05/15/2017 | EVP & General Counsel | | | | | |
| STE #1100 | | | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) | | 75010 | | X Form filed by One Reporting Person | | | | | |
| DALLAS | TX | 75219 | | 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) | | ransaction Disposed Of (D) (Instr. 3, 4 and 5 ode (Instr. | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | v | Amount (A) o (D) | | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock | 05/15/2017 | | F | | 286 | D | \$98.54(1) | 60,687 ⁽²⁾ | D | |
| Common Stock | | | | | | | | 991 | Ι | By 401(k) |
| Common Stock | | | | | | | | 543 | I | By Reporting Person's IRA |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (| | | | | | | | | | | | | | | |
|----------|---|---|--|---|------------------------------|---|--|---|---------------------|---|-------|--|--|--|--|--|
| De Se | Title of rivative curity str. 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. Transa Code (8) | | of Deriv Secu Acqu (A) or Dispo of (D) (Instr | of Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Amount of Derivative Securities Security Underlying (Instr. 5) Derivative Security (Instr. 3 | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the previous trading day.

2. 286 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 684 shares of restricted stock awarded to the reporting person on May 20, 2016 (Form 4 filed on 5/12/2017). Because the reporting person's restricted holdings have been included in the direct ownership Common Stock disclosed by the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 286 shares to reflect this tax withholding.

Remarks:

/s/ James H. Graass

05/17/2017

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.