

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
June 9, 2005

Eagle Materials Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12984
(Commission File Number)

75-2520779
(IRS Employer
Identification No.)

3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas
(Address of principal executive offices)

75219
(Zip code)

Registrant's telephone number including area code: **(214) 432-2000**

Not Applicable
(Former name or former address if changed from last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

As of June 9, 2005, the Board of Directors of Eagle Materials Inc. a Delaware corporation (the “Company”) ratified and approved the following actions of the Compensation Committee taken on the same day with regard to a certain compensation arrangements with the persons (the “Named Officers”) who are anticipated to be listed in the Summary Compensation Table in the Proxy Statement for the Company’s 2005 Annual Meeting of Stockholders.

Annual Incentive Compensation for Fiscal 2006

The Compensation Committee approved and recommended for Board approval the Eagle Materials Inc. Salaried Incentive Compensation Program for Fiscal 2006 (the “Eagle Plan”). A copy of the Eagle Plan is attached to this Report as Exhibit 10.1. Under the terms of the Eagle Plan, a pool of 1.2% of the Company’s operating earnings for fiscal 2006 is available to pay annual bonuses to participating officers, subject to reduction based on individual performance in fiscal 2006. The Compensation Committee also determined the applicable percentage of the bonus pool available for payment of the annual bonus to Mr. Rowley (40%), and approved and recommended for Board approval the percentage of the bonus pool available to pay the annual bonus for the other Named Officers participating in the Eagle Plan (Mr. Zunker – 20% and Mr. Graass – 14%).

The remaining Named Officers (Mr. Essl and Mr. Dutton) participate in subsidiary incentive compensation plans pursuant to which a percentage of the operating earnings of the applicable subsidiary (or group of subsidiaries) is available for payment of bonuses to the participating employees. Mr. Essl participates in the Eagle Materials Inc. Cement Companies Salaried Incentive Compensation Program for Fiscal 2006 (a copy which is attached to this Report as Exhibit 10.2) and the Eagle Materials Inc. Concrete and Aggregates Companies Salaried Incentive Compensation Program for Fiscal 2006 (a copy of which is attached to this Report as Exhibit 10.3). In the plans in which Mr. Essl participates, the Compensation Committee approved the percentage of operating earnings of each of the Company’s cement, concrete and aggregates subsidiaries for fiscal 2006 which is available for payment of bonuses to participating employees (2.25%) and the percentage of such bonus pool available for payment to Mr. Essl at the end of fiscal 2006 (22%), subject to reduction based on Mr. Essl’s individual performance. Mr. Dutton participates in the Republic Paperboard Company Salaried Incentive Compensation Program for Fiscal 2006 (a copy which is attached to this Report as Exhibit 10.4). In the case of Mr. Dutton, the Compensation Committee approved the percentage of Republic Paperboard’s operating earnings available for payment of annual bonuses to participating Republic Paperboard employees (2.25%) and the percentage of such bonus pool available for payment to Mr. Dutton at the end of fiscal 2006 (33%), subject to reduction based on Mr. Dutton’s individual performance.

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Stock Option and Restricted Stock Unit Grants

The Compensation Committee also made stock option and restricted stock unit grants to the Named Officers under the Eagle Materials Inc.'s Incentive Plan covering the following number of shares of the Company's Class B Common Stock.

	<u>Stock Options</u>	<u>RSUs</u>
Mr. Rowley	22,000	6,234
Mr. Essl	7,000	1,984
Mr. Zunker	5,000	1,418
Mr. Dutton	5,000	1,418
Mr. Graass	5,000	1,418

The vesting of these stock options and RSUs is subject to the Company's achievement of certain earnings, operational excellence and balance sheet management goals. In particular, 45% of the stock options and RSUs vest based on the Company's three year average earnings before interest and taxes measured at the end of each of fiscal 2006, 2007 and 2008. Such options or RSUs may vest in whole or in part at the end of any of these fiscal years, but shall be forfeited if not vested at the end of fiscal 2008. In addition, 45% of the stock options and RSUs vest based on certain operational excellence criteria achieved during fiscal 2006. A copy of these operational excellence goals is attached to this Report as Exhibit 10.5. Any such options or RSUs not vested at the end of fiscal 2006 shall be forfeited. Lastly, 10% of the stock options and RSUs vest based on the Company's achievement of certain balance sheet management goals during fiscal 2006. Any portion of such stock options or RSUs not vested at the end of fiscal 2006 shall be forfeited. Once vested, the stock options become exercisable and the RSUs become payable 1/3 immediately and 1/3 on each of the first and second anniversary of vesting.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	Eagle Materials Inc. Salaried Incentive Compensation Program for Fiscal Year 2006
10.2	Eagle Materials Inc. Cement Companies Salaried Incentive Compensation Program for Fiscal Year 2006
10.3	Eagle Materials Inc. Concrete and Aggregates Companies Salaried Incentive Compensation Program for Fiscal Year 2006
10.4	Republic Paperboard Company Salaried Incentive Compensation Program Fiscal Year 2006
10.5	Operational Excellence Goals for Fiscal Year 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EAGLE MATERIALS INC.

By: /s/ Arthur R. Zunker, Jr.

Name: Arthur R. Zunker, Jr.

Title: Senior Vice President–Finance and Treasurer

Date: June 15, 2005

**EAGLE MATERIALS INC.
SALARIED INCENTIVE COMPENSATION PROGRAM
FOR FISCAL YEAR 2006**

1. Purpose

The purpose of the Eagle Materials Inc. Salaried Incentive Compensation Program for Fiscal Year 2006 (the "Plan") is to establish an incentive bonus program which: (i) focuses on the performance of Eagle Materials Inc. (the "Company") as well as individual performance; and (ii) aligns the interest of participants with those of the Company's shareholders. The Plan is adopted under the structure of the Company's Incentive Plan and shall be in effect for the fiscal year ending March 31, 2006.

2. Eligibility

The Company's Chief Executive Officer (the "CEO") and his direct reports are eligible to participate in the Plan. The CEO may also include in the Plan additional exempt salaried employees at the corporate level of the Company.

Participants must be an exempt salaried manager or professional. No hourly or non-exempt employee may participate. Participants in the Plan may not participate in any other Company incentive plan providing for monetary awards, except for the Eagle Materials Long Term Incentive Program.

3. Bonus Pool

To ensure reasonableness and affordability, available funds for bonus payments under the Plan are to be determined as a percentage of operating earnings of the Company. The actual percentage may vary from year to year as recommend by the CEO and approved by the Compensation Committee of the Board of Directors (the "Committee").

Participants must be employed at fiscal year-end to be eligible for any bonus award. Awards may be adjusted for partial year participation for participants who enter the program during a fiscal year.

For Fiscal Year 2006 1.2% of the Company's operating earnings will fund the corporate bonus pool.

4. Allocation of Corporate Pool

At the beginning of the fiscal year goals and objectives shall be established for each participant. The actual bonus award paid at the end of the fiscal year shall be based on the individual participant's performance relative to the previously established goals and objectives. Except with respect to the CEO, each participant's allocated percentage of the corporate pool,

his/her goals and objectives and his/her individual performance relative to the goals and objectives shall be determined by the recommendation of the CEO and subject to the approval of the Committee. The CEO's allocated percentage of the corporate pool, his/her goals and objectives and his/her individual performance shall be established by the Committee. For each participant, the maximum annual bonus award opportunity is represented by the percentage of the corporate pool assigned to such participant.

5. Goals and Objectives

The goals and objectives to be used for participants in the Plan may be comprised of objective and subjective criteria and should generally have a broader scope than the goals and objectives for subsidiary companies. However, at the same time the goals must also contain specific criteria regarding execution that links subsidiary company performance to corporate performance. By way of example and not limitation, these goals and objectives could focus on operational criteria, the interaction between corporate and subsidiaries as a way of gauging the successful execution of business plans, strategic planning criteria, criteria relating to shareholder alignment and investor relations, interaction and communication with the board, performance relative to the responsibilities associated with being publicly traded company, organizational development and leadership skills.

6. Plan Administration

The Plan shall be administered by the Committee, which shall have full and exclusive power to interpret this Plan and to adopt such rules, regulations and guidelines for carrying out this Plan as it may deem necessary or appropriate in its sole discretion. All decisions of the Committee shall be binding and conclusive on the participants. The Committee shall determine all terms and conditions of the bonus awards.

No member of the Committee shall be liable for anything done or omitted to be done by him or by any member of the Committee in connection with the performance of any duties under this Plan, except for his own willful misconduct or as expressly provided by statute.

7. No Employment Guaranteed

No provision of this Plan hereunder shall confer any right upon any executive officer to continued employment.

8. Governing Law

This Plan and all determinations made and actions taken pursuant hereto, shall be governed by and construed in accordance with the laws of the State of Texas, without reference to any conflicts of law principles thereof that would require the application of the laws of another jurisdiction.

**EAGLE MATERIALS INC.
CEMENT COMPANIES
SALARIED INCENTIVE COMPENSATION PROGRAM
FOR FISCAL YEAR 2006**

1. Bonus Pool

To insure reasonableness and affordability the available funds for bonus payments are determined as a percent of earnings of the applicable subsidiaries of Eagle Materials Inc. The actual percentage may vary from year to year.

Participants must be employed at fiscal year-end to be eligible for any bonus award. Awards may be adjusted for partial year participation for participants added during a year.

Eagle Materials CEO retains the final right of interpretation and administration of the plan and to amend or terminate the plan at any time.

Operating Company Bonus Pool: For Fiscal Year 2006 bonus pool funding from the subsidiary companies will be 2.25% of each of the cement company's operating profit. Executive Vice Presidents ("EVP's") will be funded from operating company bonus pools.

2. Allocation of Pool

Operating Company Pools: The subsidiary company Presidents, his/her direct reports and safety directors will be in the plan. The subsidiary company Presidents may recommend including additional exempt salaried employees to participate in the plan. Additional participation in the plan beyond the subsidiary company Presidents and their direct reports will require the approval of the Eagle Materials EVP's and Eagle Materials CEO.

The subsidiary company Presidents will be eligible for 20% — 30% of the pool. The subsidiary company Presidents will recommend the distribution of the remainder of the company pool. The participants in the plan and their percentage of the pool will require approval of the Eagle Materials EVP's and Eagle Materials CEO at the beginning of the fiscal year for which the bonus is being earned. For example:

<u>Participant</u>	<u>% of Pool Available</u>
Company President	25%
Plant Manager	14%
Vice President, Sales	11%
Vice President, Finance	8%
Production Manager	8%
Maintenance Manager	8%
Safety Director	2%
Quality Control Manager	2%
Executive Vice President	22%
Total	100%

The subsidiary company President's bonus opportunity will be 50% specific, objective goals and 50% discretionary. All participants in the plan must have the ability to significantly affect the performance of the subsidiary company by achieving measurable, quantifiable, objectives. The subsidiary company Presidents will determine the objective and discretionary balance of bonus opportunities for the participants in their companies subject to approval by Eagle Materials EVP's and Eagle Materials CEO.

Because our basic products are commodities the level of prices in a given market area are established by supply and demand over which local management has little control. Through price leadership, local management can affect prices in a small range around supply-demand equilibrium and one of the performance criteria might still be pricing but this does not indicate that an overall bad or good market is itself a performance indicator of local management.

Fixed assets is another area over which local management exercises limited control. Each manager basically has to work with the fixed assets he is assigned. Local management can exercise considerable control over current assets such as receivable and inventory but, as a heavily capitalized industry with limited transportability, local management essentially has to do the best they can with the PP&E they are assigned.

3. Eligibility

The subsidiary company Presidents, his/her direct reports and safety director will be in the plan. Additional participants who have management responsibilities or are in a professional capacity that can measurably impact earnings may be recommended by subsidiary company presidents subject to the approval of the Eagle Materials EVP's and Eagle Materials CEO. The addition of new participants will not affect the total pool available but will in effect dilute the potential bonuses of the original participants.

Participants must be an exempt salaried manager or professional. No hourly or non-exempt employee may participate. Participants in this plan may not participate in any other company incentive plan with monetary awards, except for participants in the applicable company's Long Term Compensation Pool and Eagle Materials corporate personnel who may participate in the Eagle Materials stock option plan. The addition of a plan participant will not affect the total pool available to be earned as bonus but will in effect dilute the potential bonuses of the other participants in that subsidiary company adding participants.

4. Objective Criteria

Objective setting is essential to an effective incentive compensation plan to cause a focus on areas that need attention. Having selected objectives, it is also important to establish a reference point for that objective which indicates expected performance.

In addition to consideration of the plan as a reference, we will consider historic performance of a facility, equipment design standards, industry standards, comparable

values from other companies or like situations and any other qualified source or establishing reference points or basis for determining performance.

5. Measuring Performance

At the close of the fiscal year each subsidiary company President will review the performance of the company versus the objectives submitted at the beginning of the year and recommend to Eagle Materials EVP distribution of the pool to the participants. Distribution of the pool requires approval of both Eagle Materials EVP and CEO.

Any portion of the Company Operating Pool not paid out (unearned) or forfeited will be added to the SSP at Corporate.

Each subsidiary company President may also recommend to the Eagle Materials EVP and CEO an SSP award to recognize outstanding individual performances.

**EAGLE MATERIALS INC.
CONCRETE and AGGREGATES COMPANIES
SALARIED INCENTIVE COMPENSATION PROGRAM
FOR FISCAL YEAR 2006**

1. Bonus Pool

To insure reasonableness and affordability the available funds for bonus payments are determined as a percent of earnings of the applicable subsidiaries of Eagle Materials Inc. The actual percentage may vary from year to year.

Participants must be employed at fiscal year-end to be eligible for any bonus award. Awards may be adjusted for partial year participation for participants added during a year.

Eagle Materials CEO retains the final right of interpretation and administration of the plan and to amend or terminate the plan at any time.

Operating Company Bonus Pool: For Fiscal Year 2006 bonus pool funding from the subsidiary companies will be 2.25% of each of the concrete and aggregate company's operating profit. Executive Vice Presidents ("EVP's") will be funded from operating company bonus pools.

2. Allocation of Pool

Operating Company Pools: The subsidiary company Presidents, his/her direct reports and safety directors will be in the plan. The subsidiary company Presidents may recommend including additional exempt salaried employees to participate in the plan. Additional participation in the plan beyond the subsidiary company Presidents and their direct reports will require the approval of the Eagle Materials EVP's and Eagle Materials CEO.

The subsidiary company Presidents will be eligible for 20% — 30% of the pool. The subsidiary company Presidents will recommend the distribution of the remainder of the company pool. The participants in the plan and their percentage of the pool will require approval of the Eagle Materials EVP's and Eagle Materials CEO at the beginning of the fiscal year for which the bonus is being earned. For example:

<u>Participant</u>	<u>% of Pool Available</u>
Executive Vice President	5%
Company President	25%
Plant Manager, Concrete	15%
Plant Manager, Aggregate	15%
Vice President, Sales	15%
Vice President, Finance	10%
Safety Director	7.5%
Quality Control Manager	7.5%
Total	100%

The subsidiary company President's bonus opportunity will be 50% specific, objective goals and 50% discretionary. All participants in the plan must have the ability to significantly affect the performance of the subsidiary company by achieving measurable, quantifiable, objectives. The subsidiary company Presidents will determine the objective and discretionary balance of bonus opportunities for the participants in their companies subject to approval by Eagle Materials EVP's and Eagle Materials CEO.

Because our basic products are commodities the level of prices in a given market area are established by supply and demand over which local management has little control. Through price leadership, local management can affect prices in a small range around supply-demand equilibrium and one of the performance criteria might still be pricing but this does not indicate that an overall bad or good market is itself a performance indicator of local management.

Fixed assets is another area over which local management exercises limited control. Each manager basically has to work with the fixed assets he is assigned. Local management can exercise considerable control over current assets such as receivable and inventory but, as a heavily capitalized industry with limited transportability, local management essentially has to do the best they can with the PP&E they are assigned.

3. Eligibility

The subsidiary company Presidents, his/her direct reports and safety director will be in the plan. Additional participants who have management responsibilities or are in a professional capacity that can measurably impact earnings may be recommended by subsidiary company presidents subject to the approval of the Eagle Materials EVP's and Eagle Materials CEO. The addition of new participants will not affect the total pool available but will in effect dilute the potential bonuses of the original participants.

Participants must be an exempt salaried manager or professional. No hourly or non-exempt employee may participate. Participants in this plan may not participate in any other company incentive plan with monetary awards, except for participants in the applicable company's Long Term Compensation Pool and Eagle Materials corporate personnel who may participate in the Eagle Materials stock option plan. The addition of a plan participant will not affect the total pool available to be earned as bonus but will in effect dilute the potential bonuses of the other participants in that subsidiary company adding participants.

4. Objective Criteria

Objective setting is essential to an effective incentive compensation plan to cause a focus on areas that need attention. Having selected objectives, it is also important to establish a reference point for that objective which indicates expected performance.

In addition to consideration of the plan as a reference, we will consider historic performance of a facility, equipment design standards, industry standards, comparable

values from other companies or like situations and any other qualified source or establishing reference points or basis for determining performance.

5. Measuring Performance

At the close of the fiscal year each subsidiary company President will review the performance of the company versus the objectives submitted at the beginning of the year and recommend to Eagle Materials EVP distribution of the pool to the participants. Distribution of the pool requires approval of both Eagle Materials EVP and CEO.

Any portion of the Company Operating Pool not paid out (unearned) or forfeited will be added to the SSP at Corporate.

Each subsidiary company President may also recommend to the Eagle Materials EVP and CEO an SSP award to recognize outstanding individual performances.

**EAGLE MATERIALS INC.
REPUBLIC PAPERBOARD COMPANY
SALARIED INCENTIVE COMPENSATION PROGRAM
FOR FISCAL YEAR 2006**

1. Bonus Pool

To insure reasonableness and affordability the available funds for bonus payments are determined as a percent of earnings of Republic Paperboard Company. The actual percentage may vary from year to year.

Participants must be employed at fiscal year-end to be eligible for any bonus award. Awards may be adjusted for partial year participation for participants added during a year.

Eagle Materials CEO retains the final right of interpretation and administration of the plan and to amend or terminate the plan at any time.

For FY 2006 bonus pool funding will be 2.25% of Republic Paperboard's operating profit.

2. Allocation of Pool

Republic Paperboard's President, his/her direct reports, and safety directors will be in the plan. The President may recommend including additional exempt salaried employees to participate in the plan. Additional participation in the company beyond the subsidiary company President and their direct reports will require the approval of the Eagle Materials CEO.

The Republic Paperboard President will be eligible for 25% — 35% of the pool. The American Gypsum Company President will recommend the distribution of the remainder of the company pool. The participants in the plan and their percentage of the pool will be approved by the Eagle Materials CEO at the beginning of the fiscal year for which the bonus is being earned. For example:

<u>Participant</u>	<u>% of Pool Available</u>
Company President	32%
Vice President Operations	18%
Vice President Sales	12%
Vice President Finance	8%
Other Participants (Directors, Superintendents)	30%
Total	100%

The Republic Paperboard President's bonus opportunity will be 50% specific, objective goals and 50% discretionary. All participants in the plan must have the ability to significantly effect the performance of the subsidiary company by achieving measurable, quantifiable

objectives. The Republic Paperboard President will determine the objective and discretionary balance of bonus opportunities for the participants in their companies subject to approval by the Eagle Materials CEO.

Because our basic products are commodities the level of prices in a given market area are established by supply and demand over which local management has little control. Through price leadership, local management can affect prices in a small range around supply-demand equilibrium and one of the performance criteria might still be pricing but this does not indicate that an overall bad or good market is itself a performance indicator of local management.

Fixed assets is another area over which local management exercises limited control. Each manager basically has to work with the fixed assets he is assigned. Local management can exercise considerable control over current assets such as receivable and inventory but, as a heavily capitalized industry with limited transportability, local management essentially has to do the best they can with the PP&E they are assigned.

1. Eligibility

The Republic Paperboard Company President, his/her director reports and the safety director will be in the plan. Additional participants who have management responsibilities or are in a professional capacity that can measurably impact earnings may be recommended by the Republic Paperboard Company President subject to the approval of the Eagle Materials CEO. The addition of new plan participants will not affect the total pool available but will in effect dilute the potential bonuses of the original participants.

Participants must be an exempt salaried manager or professional. No hourly or non-exempt employee may participate. Participants in this plan may not participate in any other company incentive plan with monetary awards, except for Republic Paperboard's Long Term Compensation Pool.

3. Objective Criteria

Objective setting is essential to an effective incentive compensation plan to cause a focus on areas that need attention. Having selected objectives, it is also important to establish a reference point for that objective which indicates expected performance.

In addition to consideration of the plan as a reference, we will consider historic performance of a facility, equipment design standards, industry standards, comparable values from other companies or like situations and any other qualified source or establishing reference points or basis for determining performance.

5. Measuring Performance

At the close of the fiscal year each subsidiary company President will review the performance of the company versus the objectives submitted at the beginning of the year and recommend to Eagle Materials CEO distribution of the pool to the participants. Distribution of the pool requires approval Eagle Materials CEO.

Any portion of the Company Operating Pool not paid out (unearned) or forfeited will be added to the SSP at Corporate.

Each subsidiary company President may also recommend to the Eagle Materials EVP and CEO an SSP award to recognize outstanding individual performances.

**Eagle Materials Inc.
FY 2006 Operational Excellence Goals**

Gypsum Companies

1. (20 pts) Goal related to combined annual average 1/2" Eagleroc (#1 MSF/Net hour)
 2. (20 pts) Goal related to combined annual average 5/8" Firebloc (#1 MSF/Net hour)
 3. (15 pts) Goal related to combined annual plant efficiencies
 4. (20 pts) Goal related to the commencement of the Georgetown facility by fiscal year end.
 5. (10 pts) Goal related to current and potential synthetic sources for gypsum in North America.
 6. (5 pts) Develop a plan to maximize the payload on all outbound trucks and rail cars of gypsum wallboard.
 7. (5 pts) Goal related to additional gypsum reserves for the Duke facility.
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Cement Companies

8. (20 pts) Goal related to combined annual average type I/II clinker production rate.
9. (15 pts) Goal related to combined annual average kiln utilization (based on 8760 available hours).
10. (10 pts) Goal related to timely completion of construction of the 80,000 ton dome for the Illinois Cement expansion project within budget.
11. (20 pts) Goal related to the Illinois Cement expansion project being on budget and on timeline.
12. (10 pts) Continue to develop project echo:
13. (5 pts) Goal related to additional limestone reserves for Illinois Cement.

Paperboard Company

14. (15 pts) Goal related to net winder tons/calendar day
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15. (15 pts) Goal related to annual 54" gypsum facing paper sales.
16. (10 pts) Goal related to quality returns and allowances \$ per ton.
17. (5 pts) Goal related to new boiler completion.

Concrete and Aggregates Companies

18. (10 pts) Goal related to new mining equipment for Western Aggregates.
19. (10 pts) Goal related to CER proposal to increase production capacity at Centex Materials Buda quarry.

Safety — All Companies

20. (20 pts) Goal related to safety.

Total 260 pts