SEC Form 4	
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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

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

	JVAL							
OMB Number:	3235-0287							
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hours per response:	0.5							

			2. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC</u> [EXP]		tionship of Reporting Pers all applicable) Director	10% Owner
(Last) (First) (Middle) 5960 BERKSHIRE LN, STE 900		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2019	X	Officer (give title below) Executive Vice F	Other (specify below) President
(Street) DALLAS TX 75225 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Rep Form filed by More that Person	orting 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. Transa Code (8)				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			Price	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock	04/01/2019		F		1,677	D	\$84.3 ⁽¹⁾	25,895 ⁽²⁾	D		
Common Stock								3,000	Ι	By trust	

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. Transa Code (8)		of Deriv Secur Acqu (A) or Dispo of (D) (Instr	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date			Expiration Date Amount of (Month/Day/Year) Securities Underlying Derivative			n Date Amount o ay/Year) Securities Underlyin Derivative Security (I		Amount of Do Securities So Underlying (In Derivative Security (Instr. 3		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v			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. 1,677 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on (a) 883 shares of restricted stock awarded to the reporting person on May 17, 2018 (Form 4 filed 5/21/18) (b) 2,003 shares of restricted stock awarded to the reporting person on May 18, 2017 (Form 4s filed 5/22/17 and 5/9/18); (c) 1,563 shares of restricted stock awarded to the reporting person on May 20, 2016 (Form 4 filed 5/12/17); (d) 987 shares of restricted stock awarded to the reporting person on June 10, 2015 (Form 4 filed 5/10/16); and (e) 1,459 shares of restricted stock awarded to 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 1,677 shares to reflect this tax withholding.

Remarks:

/s/ Scott M. Wilson as

<u>Attorney-in-Fact for Gerald J.</u> 04/03/2019 <u>Essl</u>

** Signature of Reporting Person Date

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.