

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>QUINN DAVID W</u>  (Last) (First) (Middle) <u>10627 BRIDGE HOLLOW CT.</u>  (Street) <u>DALLAS TX 75229</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC [ EXP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/27/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/27/2012		M		20,000 <sup>(1)</sup>	A	\$24.785	48,078 <sup>(2)</sup>	D	
Common Stock	11/27/2012		S		20,000 <sup>(1)</sup>	D	\$55.5	28,078	D	
Common Stock	11/28/2012		M		3,247 <sup>(1)</sup>	A	\$24.785	31,325	D	
Common Stock	11/28/2012		S		3,247 <sup>(1)</sup>	D	\$54	28,078	D	
Common Stock	11/28/2012		M		12,811 <sup>(1)</sup>	A	\$40.775	40,889	D	
Common Stock	11/28/2012		S		12,811 <sup>(1)</sup>	D	\$54	28,078	D	
Common Stock	11/28/2012		M		4,420 <sup>(1)</sup>	A	\$37.95	32,498	D	
Common Stock	11/28/2012		S		4,420 <sup>(1)</sup>	D	\$54	28,078	D	
Common Stock	11/28/2012		M		5,000 <sup>(1)</sup>	A	\$27.72	33,078	D	
Common Stock	11/28/2012		S		5,000 <sup>(1)</sup>	D	\$54.15	28,078	D	
Common Stock	11/28/2012		M		10,000 <sup>(1)</sup>	A	\$27.72	38,078	D	
Common Stock	11/28/2012		S		10,000 <sup>(1)</sup>	D	\$54.2	28,078	D	
Common Stock	11/28/2012		M		5,535 <sup>(1)</sup>	A	\$27.72	33,613	D	
Common Stock	11/28/2012		S		5,535 <sup>(1)</sup>	D	\$54.2005	28,078	D	
Common Stock	11/28/2012		M		5,000 <sup>(1)</sup>	A	\$24.955	33,078	D	
Common Stock	11/28/2012		S		5,000 <sup>(1)</sup>	D	\$54.202	28,078	D	
Common Stock	11/28/2012		M		1,971 <sup>(1)</sup>	A	\$24.955	30,049	D	
Common Stock	11/28/2012		S		1,971 <sup>(1)</sup>	D	\$54.2009	28,078	D	
Common Stock	11/28/2012		M		3,158 <sup>(1)</sup>	A	\$24.955	31,236	D	
Common Stock	11/28/2012		S		3,158 <sup>(1)</sup>	D	\$54.15	28,078	D	

**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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Non-qualified Stock Option (Right to Buy)	\$24.785	11/27/2012		M			20,000	(3)	08/06/2015	Common Stock	20,000	\$0	3,247	D	
Non-qualified Stock Option (Right to Buy)	\$24.785	11/28/2012		M			3,247	(3)	08/06/2015	Common Stock	3,247	\$0	0	D	
Non-qualified Stock Option (Right to Buy)	\$40.775	11/28/2012		M			12,811	(3)	08/06/2014	Common Stock	12,811	\$0	0	D	
Non-qualified Stock Option (Right to Buy)	\$37.95	11/28/2012		M			4,420	(3)	07/27/2016	Common Stock	4,420	\$0	0	D	
Non-qualified Stock Option (Right to Buy)	\$27.72	11/28/2012		M			20,535	(3)	08/06/2016	Common Stock	20,535	\$0	0	D	
Non-qualified Stock Option (Right to Buy)	\$24.955	11/28/2012		M			10,129	(3)	08/04/2017	Common Stock	10,129	\$0	10,000	D	

**Explanation of Responses:**

- The reported transactions were effected for tax planning purposes.
- Reflects the receipt of 6,339 shares of Common Stock (which include shares for previously reported Dividend Equivalent Units which were rounded up to whole shares) received by the reporting person on August 7, 2012. Pursuant to the terms of the reporting person's Restricted Stock Unit Agreements, the Restricted Stock Units (which were awarded to the reporting person on July 27, 2004; August 4, 2005; and July 27, 2006) became payable upon the reporting person's reaching the retirement age under the issuer's retirement policy in effect on the award date.
- Shares vested immediately on the date the grant was awarded.

/s/ Scott M. Wilson as  
 Attorney-in-Fact for David W. Quinn    11/29/2012

\*\* 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.**