

**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
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1. Name and Address of Reporting Person * <u>Haack Michael</u>  (Last) (First) (Middle) 3811 TURTLE CREEK BLVD., SUITE 1100  (Street) DALLAS TX 75219  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP and COO
	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2017	
	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	11/30/2017		M		10,000 <sup>(1)</sup>	A	\$79.9	32,244 <sup>(2)</sup>	D	
Common Stock	11/30/2017		S		10,000 <sup>(1)</sup>	D	\$112	22,244	D	
Common Stock	12/01/2017		F		839	D	\$111.93 <sup>(2)</sup>	21,405	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		Date Exercisable	Expiration Date						Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$79.9	11/30/2017		M		10,000	(3)	12/01/2024	Common Stock	10,000	\$0.00	40,000	D	

**Explanation of Responses:**

- This transaction was executed in accordance with the terms of a 10b5-1 trading plan previously adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. Accordingly, after the plan's initial implementation, the reporting person had no discretion with regard to the execution of the transaction. The 10b5-1 plan was entered into for estate and tax planning purposes. Following this transaction, the reporting person retains a substantial ownership position in issuer securities and his ownership currently satisfies the issuer's stock ownership guidelines.
- 839 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 2,000 shares of restricted stock awarded to the reporting person on 12/01/2014 (Form 4 filed on 12/03/2014). 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 839 shares to reflect this tax withholding.
- Shares vested ratably on anniversaries of the date of grant.

**Remarks:**

/s/ Scott M. Wilson as  
Attorney-in-Fact for Michael    12/01/2017  
Haack

\*\* 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.