

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Graass James H</u>	2. Date of Event Requiring Statement (Month/Day/Year) 07/27/2004	3. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC [EXP/EXPB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> Officer (give title below) <u>EVP & General Counsel</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 08/03/2004
(Last) (First) (Middle) 3811 TURTLE CREEK BLVD. #1100			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) DALLAS TX 75219			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Restricted Common Stock Units	0 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Non-Qualified EBIT Stock Option (Right to Buy)	(2)	(2)	Common Stock ⁽¹⁾	(2)	(2)	D
Non-Qualified ROE Stock Option (Right to Buy)	(2)	(2)	Common Stock ⁽¹⁾	(2)	(2)	D

Explanation of Responses:

- The Restricted Stock Units shown on the original Form 3 were subject to the satisfaction of performance conditions and therefore the grant of such units is not deemed to have occurred as of the date shown thereon.
- The Stock Options shown on the original Form 3 were subject to the satisfaction of performance conditions and therefore the grant of such options is not deemed to have occurred as of the date shown thereon.

Remarks:

/s/ James H. Graass05/06/2005

** 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 5 (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.