

**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                                 |           |
|--|-----------|
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|   |  |  |
|---|--|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>ESSL GERALD J</u><br><br>(Last) (First) (Middle)<br><u>5960 BERKSHIRE LN, STE 900</u><br><br>(Street)<br><u>DALLAS TX 75225</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>EAGLE MATERIALS INC [ EXP ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>05/16/2019</u>             |  |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                          |  |

**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                    | 05/16/2019                           |  | F                              |   | 374   | D          | \$88.26 <sup>(1)</sup> | 29,321 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 05/16/2019                           |  | A                              |   | 4,095 <sup>(3)</sup>  | A          | \$0.00                 | 33,416  | D  |   |
| Common Stock                    | 05/20/2019                           |  | F                              |   | 520   | D          | \$91.07 <sup>(1)</sup> | 32,896 <sup>(4)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 3,000   | I  | 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. 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 |   |  |  |   |  |

**Explanation of Responses:**

- 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.
- 374 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 950 shares of restricted stock awarded to the reporting person on May 17, 2018 (Form 4 filed on 5/15/2019). Because the reporting person's restricted stock holdings have been included in the direct ownership of Common Stock disclosed by the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 374 shares to reflect this tax withholding.
- This restricted stock award will vest as follows: 1,024 shares on 3/31/20; 1,024 shares on 3/31/21; 1,024 shares on 3/31/22; and 1,023 shares on 3/31/23.
- 520 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 1,321 shares of restricted stock awarded to the reporting person on May 20, 2016 (Form 4 filed on 5/24/2016). Because the reporting person's restricted stock holdings have been included in the direct ownership of Common Stock disclosed by the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 520 shares to reflect this tax withholding.

**Remarks:**

/s/ Scott M. Wilson as  
Attorney-in-Fact for Gerald J. ESSL 05/20/2019

\*\* 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.

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