

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>Thompson Tony</u> (Last) (First) (Middle) <u>5960 BERKSHIRE LN</u> <u>SUITE 800</u> (Street) <u>DALLAS TX 75225</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/05/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC [EXP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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)
Common Stock	12,934 ⁽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	Title	Amount or Number of Shares			
Non-Qualified Stock Option (Right to Buy)	(2)	05/17/2028	Common Stock	890	106.24	D	
Non-Qualified Stock Option (Right to Buy)	(3)	05/17/2028	Common Stock	826	106.24	D	
Non-Qualified Stock Option (Right to Buy)	(4)	05/16/2029	Common Stock	3,256	91.58	D	
Non-Qualified Stock Option (Right to Buy)	(5)	05/16/2029	Common Stock	3,083	91.58	D	
Non-Qualified Stock Option (Right to Buy)	(6)	05/19/2030	Common Stock	3,057	60.21	D	
Non-Qualified Stock Option (Right to Buy)	(7)	05/19/2030	Common Stock	2,548	60.21	D	
Non-Qualified Stock Option (Right to Buy)	(8)	05/19/2032	Common Stock	1,159	126.22	D	

Explanation of Responses:

1. This number includes the following restricted shares: (a) 631 shares remaining from a grant awarded to the reporting person on 5/16/2019, the restrictions on which will lapse on 3/31/2023; (b) 3,083 shares remaining from a grant awarded to the reporting person on 5/19/2020, the restrictions on which will lapse ratably on March 31 of 2023 and 2024; (c) 2,666 shares remaining from a grant awarded to the reporting person on 5/19/2021, the restrictions on which will lapse ratably on March 31 of 2023, 2024 and 2025; and (d) 1,337 shares awarded to the reporting person on 5/19/2022, the restrictions on which will lapse ratably on March 31 of 2023, 2024, 2025 and 2026.

2. On May 17, 2018, the reporting person was granted an option to purchase up to 3,969 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2019. On May 13, 2019, the performance conditions were determined to have been satisfied such that stock options vested as to 3,561 shares, 890 of which remain exercisable.

3. On May 17, 2018 the reporting person was granted an option to purchase up to 3,307 shares of Common Stock, and currently 826 of these options remain exercisable.

4. On May 16, 2019, the reporting person was granted an option to purchase up to 4,933 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2020. On May 4, 2020, the performance conditions were determined to have been satisfied such that stock options vested as to 4,324 shares. Currently 2,171 options are exercisable and the remaining options vest on March 31, 2023.

5. On May 16, 2019 the reporting person was granted an option to purchase up to 4,111 shares of Common Stock. Currently 2,056 options are exercisable and the remaining options will vest on March 31, 2023.

6. On May 19, 2020, the reporting person was granted an option to purchase up to 3,057 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2021. On May 6, 2021, the performance conditions were determined to have been satisfied such that stock options vested as to 3,057 shares. Currently 1,529 options are exercisable and the remaining options vest on March 31 of 2023 and 2024.

7. On May 19, 2020 the reporting person was granted an option to purchase up to 2,548 shares of Common Stock. Currently 1,274 options are exercisable and the remaining options will vest ratably on March 31 of 2023 and 2024.

8. On May 19, 2022 the reporting person was granted an option to purchase up to 1,159 shares of Common Stock, which will vest ratably on March 31 of 2023, 2024, 2025 and 2026.

Remarks:

/s/ Scott M. Wilson as
Attorney-in-Fact for Tony 08/15/2022
Thompson

** 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.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Matt Newby, Scott M. Wilson and Alex Poor, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Eagle Materials Inc., a Delaware corporation (the "Company"), (a) Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; and (b) Form 144 pursuant to Rule 144 under the Securities Act of 1933 (as amended) and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or Rule 144.

This Limited Power of Attorney supersedes any Section 16 power of attorney previously granted by the undersigned with respect to the undersigned's holdings of and transactions in securities issued by the Company and shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 and Form 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 1st day of August, 2022.

/s/ Tony Thompson
Tony Thompson