

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>Devlin William R</u> (Last) (First) (Middle) 3811 TURTLE CREEK BLVD, STE 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 Officer (give title below) Other (specify below) X SVP, Controller
	3. Date of Earliest Transaction (Month/Day/Year) 05/10/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	05/10/2017		A		1,758	A	\$0.00 ⁽¹⁾	34,728	D	
Common Stock								1,888	I	By 401(k)

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
Non-Qualified Stock Option (Right to Buy)	\$75.69 ⁽²⁾	05/10/2017		A		5,459		(3)	05/20/2026	Common Stock	5,459	\$0.00	5,459	D	

Explanation of Responses:

- On May 20, 2016, the reporting person was granted 1,784 shares of restricted stock, subject to the achievement by the Company of performance vesting criteria based on the Company's average return on equity measured at the end of fiscal 2017. On May 10, 2017 the performance vesting criteria was determined to have been met such that 1,758 shares of restricted stock became earned and reportable on such date. The remaining shares of restricted stock have been forfeited. The restrictions on the shares will lapse ratably on May 15, 2017 and March 31 of 2018, 2019 and 2020.
- In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the grant date.
- On May 20, 2016, the reporting person was granted an option to purchase up to 5,538 shares of Common Stock, subject to the achievement by the Company of performance vesting criteria based on the Company's average return on equity measured at the end of fiscal 2017. On May 10, 2017 the performance vesting criteria was determined to have been met such that 5,459 options became earned and reportable on such date. The remaining options have been forfeited. The earned options become vested and exercisable ratably on May 10, 2017 and March 31 of 2018, 2019 and 2020.

Remarks:

/s/ Scott M. Wilson as
Attorney-in Fact for William R. Devlin 05/12/2017

** 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.