

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>ESSL GERALD J</u> (Last) (First) (Middle) <u>3811 TURTLE CREEK BLVD.</u> <u>STE #1100</u> (Street) <u>DALLAS TX 75219</u> (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) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2013</u>	
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	05/22/2013		M		12,680	A	\$30.735	55,931	D	
Common Stock	05/22/2013		M		4,695	A	\$62.83	60,626	D	
Common Stock	05/22/2013		S		4,228	D	\$77.3545	56,398	D	
Common Stock	05/22/2013		S		4,226	D	\$77.2064	52,172	D	
Common Stock	05/22/2013		S		4,226	D	\$77.2609	47,946	D	
Common Stock	05/22/2013		S		4,695	D	\$77.1202	43,251	D	
Common Stock	05/22/2013		S		7,108	D	\$77.01	36,143	D	
Common Stock								14,000	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						Title
Non-qualified Stock Option (Right to Buy)	\$62.83	05/22/2013		M			4,695	(1)	05/09/2016	Common Stock	4,695	\$0	0	D	
Stock Option (Right to Buy)	\$30.735	05/22/2013		M			12,680	(2)	05/28/2020	Common Stock	12,680	\$0	0	D	

Explanation of Responses:

- Shares vested upon achievement of certain financial and strategic goals.
- Shares vested upon achievement of certain operational and financial goals.

/s/ Scott M. Wilson as
Attorney-in-Fact for Gerald J. Essl 05/24/2013

** 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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