

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>ZUNKER ARTHUR R JR</u> _____ (Last) (First) (Middle) 3811 TURTLE CREEK BLVD., #1100 _____ (Street) DALLAS TX 75219 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC [EXP/XPB]</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) SVP, Treasurer & CFO		
3. Date of Earliest Transaction (Month/Day/Year) 05/12/2006			4. 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 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	05/12/2006		M		4,635	A	\$6.7956	9,593	D	
Common Stock	05/12/2006		M		36,169	A	\$11.7639	45,762	D	
Common Stock	05/12/2006		S		4,635	D	\$55.8752	41,127	D	
Common Stock	05/12/2006		S		36,169	D	\$55.8752	4,958	D	

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)	\$6.7956	05/12/2006		M		4,635		03/31/2005 ⁽¹⁾	06/26/2010	Common Stock	4,635	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$11.7639	05/12/2006		M		36,169		03/31/2004 ⁽²⁾	05/08/2013	Common Stock	36,169	\$0.00	13,496	D	

Explanation of Responses:

- These options vested early based on the satisfaction of certain performance criteria over a multi-year period: 3,399 options became exercisable on 3/31/2005 and 1,236 options became exercisable on 3/31/2006.
- These options vested early based on the satisfaction of certain performance criteria over a multi-year period: (i) 6,024 options became exercisable on 3/31/2004; 13,590 options became exercisable on 3/31/2005; 13,590 options became exercisable on 3/31/2006; and 2,965 options became exercisable on 4/21/2006 and (ii) of the remaining 13,496 options that are not currently exercisable, 10,531 options become exercisable on 3/31/2007 and 2,965 options become exercisable on 3/31/2008.

Remarks:

/s/ James H. Graass as
Attorney-in-Fact for Arthur R. Zunker, Jr. 05/16/2006

** 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.