
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
November 18, 2008

Eagle Materials Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12984
(Commission File Number)

75-2520779
(IRS Employer
Identification No.)

3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas
(Address of principal executive offices)

75219
(Zip code)

Registrant's telephone number including area code: (214) 432-2000

Not Applicable
(Former name or former address if changed from last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On November 18, 2008, the Board of Directors of Eagle Materials Inc. (the “Company”) amended the Company’s Amended and Restated Bylaws to clarify and confirm the Company’s advance notice provisions for proposals and director nominations and to require additional detail from stockholders making such proposals and director nominations. The following is a summary of changes effected by the adoption of this amendment, which is qualified in its entirety by reference to the amendment filed as Exhibit 3.1 hereto and incorporated herein by reference.

Section 2.3 (Special Meetings) was amended and restated to clarify that business transacted at any special meeting shall be confined to the purpose stated in the notice given by or at the direction of the Board.

Section 2.11 (Stockholder Proposals at Annual or Special Meetings) was amended and restated to provide that stockholders may not submit business to be considered or acted on at special meetings (other than director nominations made in accordance with Section 2.12 of the Company’s Bylaws). In addition, the amendment requires that a stockholder proposal at any annual meeting must include additional information with respect to the beneficial owner presenting the proposal, as well as affiliates and associates of the beneficial owner, including, among other things, any understandings among the associated persons regarding business to be conducted at the meeting, any derivative instruments tied to the Company’s equity securities, any short interest in the Company’s stock and any performance-related fees that any associated person is entitled to based on the Company’s performance. Any such information must be updated as of the record date and provided to the Company within five days after the record date. In order for a stockholder proposal to be approved at an annual meeting, the proposal will generally need to receive the affirmative vote of the majority of the voting power of all shares entitled to vote. The amendment also gives the chairman of the meeting discretion to determine whether a matter was properly brought before the meeting.

Section 2.12 (Stockholder Nominations for Election to the Board of Directors) was amended and restated to require that a stockholder nomination to the Board at an annual or special meeting of the stockholders include additional information regarding the nominating stockholder and the nominee, including, among other things, compensatory arrangements between the nominating stockholder and its affiliates and associates, on the one hand, and the nominee, on the other hand. The provision also requires the nominee to deliver the following to the Company: a director questionnaire; a written representation that the nominee is not party to any voting arrangement that has not been disclosed or that would interfere with his or her ability to exercise his or her fiduciary duties, is not a party to an undisclosed indemnity agreement relating to service as a director, and if elected would not be in violation of any Company governance guidelines; and a written consent to be named as a nominee and serve as a

director. The amendment also requires the nominating stockholder to disclose additional information relating to the nominating stockholder, including information on derivative/short positions, which is generally similar to the disclosure required in amended Section 2.11, including the obligation to update any such information as of the record date. It also clarifies that the chairman of the meeting has discretion to determine whether a nomination was properly made.

Item 8.01 Other Events

On November 18, 2008, the Company announced its quarterly dividend. A copy of the Company's press release is being furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendment to Amended and Restated Bylaws of Eagle Materials Inc.
99.1	Press Release dated November 18, 2008 issued by Eagle Materials Inc. (announcing dividend)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EAGLE MATERIALS INC.

By: /s/ James H. Graass

James H. Graass

Executive Vice President, General Counsel and Secretary

Date: November 24, 2008

EXHIBIT INDEX

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EAGLE MATERIALS INC.
AMENDMENT TO
AMENDED AND RESTATED BYLAWS

This Amendment to the Amended and Restated Bylaws of Eagle Materials Inc. (“Bylaws”) hereby amends the Bylaws as follows effective as of November 18, 2008:

1. Section 2.3 of Article II of the Bylaws is hereby amended and restated in its entirety as follows:

“SECTION 2.3 *Special Meeting*. Unless otherwise prescribed by law or by the Certificate of Incorporation, a special meeting of the stockholders, for any purpose or purposes, may be called only by the Chairman of the Board or in his absence by the President, by the Board of Directors, or by the Secretary, at the request in writing of a majority of the members of the Board of Directors, and may not be called by the stockholders of the Corporation. Any request to call a special meeting directed to the Secretary by a majority of the members of the Board of Directors shall state the purpose or purposes of the proposed meeting. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be given by or at the direction of the Board of Directors not less than ten nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation. Business transacted at any special meeting shall be confined to the purposes stated in the notice thereof (or any supplement thereto) given by or at the direction of the Board of Directors.”

2. Section 2.11 of Article II of the Bylaws is hereby amended and restated in its entirety as follows:

“SECTION 2.11 *Stockholder Proposals at Annual or Special Meetings*. At an annual or special meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. In order to be properly brought before an annual meeting of the stockholders, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors or (c) properly brought before the meeting by an Eligible Stockholder (as hereinafter defined). The procedure referred to in clause (c) of the immediately preceding sentence and described in the remainder of this Section 2.11 shall be the exclusive means for a stockholder to submit business (other than stockholder proposals properly submitted in accordance with Rule 14a-8 under the Exchange Act (as hereinafter defined) properly complying with Rule 14a-8 and

included in the Corporation's notice of meeting) to be considered or acted upon at an annual meeting of stockholders. To be properly brought before a special meeting of the stockholders, business must be specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, and stockholders shall not be entitled to submit business to be considered or acted upon at any special meeting. Notwithstanding the foregoing, the provisions of this Section 2.11 shall not be construed to prohibit the nomination by stockholders of persons for election as directors at an annual or special meeting of the stockholders in accordance with the provisions of Section 2.12.

In addition to any other applicable requirements, in order for business to be properly brought before an annual meeting by a stockholder, (i) the stockholder must have given timely notice thereof in proper written form to the Secretary of the Corporation and (ii) such business must be a proper matter for stockholder action.

To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 90 days nor more than 180 days prior to an annual meeting; *provided, however*, that if neither notice of the meeting is given to the stockholders nor Public Disclosure (as hereinafter defined) of the meeting is made at least 100 days prior to the date of the annual meeting, notice by the stockholder to be timely must be delivered or received not later than the close of business on the tenth day following the day on which such notice was mailed or Public Disclosure was made; and *provided, further*, that notice by a stockholder to the Corporation requesting inclusion of a proposal in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act shall be considered timely if received by the Secretary prior to the deadline specified in Rule 14a-8. In no event shall any adjournment or postponement of an annual meeting commence a new time period for the giving of notice by a stockholder as described above.

To be in proper written form, a stockholder's notice to the Secretary shall set forth, as to each matter the stockholder proposes to bring before the meeting, the text of the proposal to be presented and a brief description of the reasons for conducting such business at the meeting. In addition, to be in proper written form a stockholder's notice shall set forth, as to the stockholder giving the notice, the following information:

(a) the name and record address of the stockholder, as they appear in the books and records of the Corporation, and of the beneficial owner, if any, on whose behalf the proposal is being made and of each other Stockholder Associated Person (as hereinafter defined) with respect to which any information is required to be provided as contemplated by paragraphs (b) through (j) below;

(b) the class or series and number of shares of capital stock of the Corporation that are owned beneficially or of record by the stockholder and any Stockholder Associated Person;

(c) a description of all arrangements or understandings between the stockholder and any Stockholder Associated Person relating to the business to be conducted at the meeting;

(d) a description of any material interest of the stockholder or any Stockholder Associated Person in the business to be conducted at the meeting;

(e) a description of any Derivative Instrument (as hereinafter defined) directly or indirectly owned beneficially or of record by the stockholder or any Stockholder Associated Person and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of capital stock of the Corporation;

(f) a description of any proxy, contract, arrangement, understanding, or relationship pursuant to which the stockholder or any Stockholder Associated Person has a right to vote any shares of capital stock of the Corporation or the effect or intent of which is to increase or decrease the voting power of such stockholder or any Stockholder Associated Person with respect to any shares of capital stock of the Corporation;

(g) a description of any Short Interest (as hereinafter defined) of the stockholder or any Stockholder Associated Person in any shares of capital stock of the Corporation;

(h) a description of any rights to dividends on the shares of capital stock of the Corporation owned beneficially or of record by the stockholder or any Stockholder Associated Person that are separated or separable from the underlying shares of capital stock of the Corporation;

(i) a description of any proportionate interest in shares of capital stock of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership or a limited liability company in which the stockholder or any Stockholder Associated Person is a general partner, manager or managing member or, directly or indirectly, beneficially owns an interest in a general partner, manager or managing member;

(j) a description of any performance-related fees (other than a fee based solely on the amount of assets under management) that the stockholder or any Stockholder Associated Person is entitled to based on any increase or decrease in the value of shares of capital stock of the Corporation or Derivative Instruments, if any, as of the date of such notice;

(k) a representation that such stockholder intends to appear in person or by proxy at the annual meeting to bring such business before the annual meeting; and

(l) a representation that the notice contains all of the information required to be provided therein pursuant to paragraphs (a) through (j) above and an

undertaking to amend, supplement and update such information not later than five days after the record date for the annual meeting so as to ensure that such information is true and correct as of the record date (it being understood that, if representation is not true and correct or if such stockholder fails to comply with such undertaking as and when required pursuant to this paragraph (1), the business proposed by such stockholder shall not be deemed to have been proposed in accordance with the procedures described in this Section 2.11).

Notwithstanding anything to the contrary contained in these Bylaws, no business (other than a nomination of an individual for election as a director) shall be brought before or conducted at an annual meeting of the stockholders except in accordance with the procedures set forth in this Section 2.11; *provided, however*, that nothing in this Section 2.11 shall be deemed to preclude discussion by any stockholder (subject to such reasonable procedures and limitations as shall be imposed by the chairman of the annual meeting) of any business properly brought before the annual meeting in accordance with said procedures. The chairman of any annual meeting of stockholders shall have the power to determine whether any business proposed to be brought before the meeting was proposed in accordance with the foregoing procedures. If the chairman of any annual meeting determines that business was not properly brought before the annual meeting in accordance with the foregoing procedures, the chairman shall be authorized to declare to the meeting that the business was not properly brought before the meeting and such business shall be disregarded.

Except as otherwise required by law, any business (other than a nomination of an individual for election as a director) that has been properly brought before an annual meeting of stockholders by a stockholder in compliance with the procedures set forth in this Section 2.11 shall require for approval thereof the affirmative vote of the holders of a majority of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote on the applicable matter. Any vote of stockholders required by the immediately preceding sentence shall be in addition to any other vote of stockholders of the Corporation that may be required by law, the Certificate of Incorporation or these Bylaws, by any agreement with a national securities exchange or otherwise.

A stockholder who wishes to bring any business before an annual meeting of stockholders shall, in addition to the requirements set forth above, comply with all applicable requirements of the Exchange Act; *provided, however*, that any references in this Section 2.11 to the Exchange Act shall not be construed to limit the application of such requirements to proposals made in accordance with any provision of the Exchange Act, including, but not limited to, Rule 14a-8 thereunder. Nothing contained in this Section 2.11 shall be deemed to affect any rights of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act.

As used in this Section 2.11 and in Section 2.12, the terms set forth below shall have the following respective meanings:

“Derivative Instrument” means any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of capital stock of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of capital stock of the Corporation, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Corporation.

“Exchange Act” means the Securities Exchange Act of 1934, as amended, and the rules and regulations adopted by the Securities and Exchange Commission thereunder.

“Public Disclosure” means, with respect to an annual or special meeting of stockholders, disclosure of the date of such meeting in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

“Eligible Stockholder” means a stockholder of the Corporation (i) who is a stockholder of record on the date of the giving of the notice by such stockholder provided for in this Section 2.11 or Section 2.12 (as the case may be) and on the record date for the determination of stockholders entitled to vote at the applicable annual or special meeting of the stockholders, (ii) who is entitled to vote on the business proposed in such notice to be conducted at an annual meeting of the stockholders (in the case of Section 2.11) or for the election of directors to be elected at an annual or special meeting of stockholders (in the case of Section 2.12) and (iii) who complies with the applicable procedures set forth in this Section 2.11 or Section 2.12 (as the case may be).

“Short Interest” of any person in shares of any class or series of capital stock of the Corporation means that such person directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of such shares.

“Stockholder Associated Person” means, with respect to any stockholder of the Corporation, (i) any beneficial owner of shares of capital stock of the Corporation owned of record by such stockholder, (ii) any affiliate or associate of such stockholder or any beneficial owner referred to in clause (i) above, (iii) in the case of the stockholder or any other person referred to in clause (i) or (ii) above that is a natural person, any member of the immediate family of such stockholder or other person sharing the same household as such stockholder or (iv) any person acting in concert with such stockholder or any other person referred to in clause (i), (ii) or (iii) above.”

3. Section 2.12 of Article II of the Bylaws is hereby amended and restated in its entirety as follows:

“SECTION 2.12 *Stockholder Nominations of Persons for Election to the Board of Directors*. In addition to any other applicable eligibility requirements, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors at an annual or special meeting of the stockholders. Nominations of persons for election to the Board of Directors of the Corporation may be made at any annual meeting of stockholders or at any special meeting of stockholders at which directors are to be elected as provided in the notice of meeting delivered as contemplated by Section 2.2: (a) by or at the direction of the Board of Directors (or any duly authorized committee thereof) or (b) by any Eligible Stockholder. The procedure referred to in clause (b) of the preceding sentence and described in the remainder of this Section 2.12 shall be the exclusive means for a stockholder to make nominations for the election of directors in connection with an annual or special meeting of stockholders.

In addition to any other applicable requirements, for a nomination to be made by a stockholder, such stockholder must have given timely notice thereof in proper written form to the Secretary of the Corporation.

To be timely, a stockholder’s notice shall be delivered to or mailed and received at the principal executive offices of the Corporation (i) in the case of an annual meeting, not less than 90 days nor more than 180 days prior to the annual meeting or (ii) in the case of a special meeting, not less than 30 days nor more than 60 days prior to such meeting; *provided, however*, that if neither notice of the meeting is given to the stockholders nor Public Disclosure of the meeting is made at least 100 days (in the case of an annual meeting) or 40 days (in the case of a special meeting) prior to the date of the meeting, notice by the stockholder to be timely must be delivered or received not later than the close of business on the tenth day following the day on which such notice was mailed or Public Disclosure was made. In no event shall any adjournment or postponement of an annual or special meeting of stockholders commence a new time period for the giving of a stockholder’s notice as described above.

To be in proper written form, a stockholder’s notice shall set forth, as to each person whom the stockholder proposes to nominate for election as a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially or of record by the person, (iv) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among the stockholder and any Stockholder Associated Person, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert with any of them, on the other hand, including, but not limited to, all information that would be required to be disclosed pursuant to Item 404 of Regulation S-K if the stockholder making the nomination and any Stockholder Associated Person were the “registrants” for purposes

of such rule and the nominee were a director or executive officer of such registrants, (v) all other information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act and the rules and regulations promulgated thereunder and (vi) an undertaking to cause such person to deliver to the Corporation the questionnaire, representation and agreement and consent described in the immediately following sentence. To be eligible to be nominated by a stockholder for election as a director of the Corporation, a person must deliver (prior to or on the applicable due date for delivery of the stockholder's notice set forth in the immediately preceding paragraph) to the Secretary at the principal executive offices of the Corporation (1) a written questionnaire with respect to the background and qualifications of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request), (2) a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) is not and will not become a party to any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation, or any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law, (B) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein and (C) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation and (3) a written consent to being named as a nominee and to serve as a director if elected. In addition to the information described above, the Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a director of the Corporation or that could be material, in the reasonable judgment of the Corporation, to a stockholder's understanding of the independence, or lack thereof, of such nominee.

To be in proper written form, a stockholder's notice shall also set forth, as to the stockholder giving the notice, the following information:

(a) the name and record address of the stockholder, as they appear in the books and records of the Corporation, and of the beneficial owner, if any, on whose behalf the nomination is being made and of each other Stockholder Associated Person with respect to which any information is required to be provided as contemplated by paragraphs (b) through (j) below;

(b) the class or series and number of shares of capital stock of the Corporation that are owned beneficially or of record by the stockholder and any Stockholder Associated Person;

(c) a description of all arrangements or understandings between or among the stockholder, any Stockholder Associated Person, each proposed nominee and any other person or persons (including their names) relating to the nomination made by the stockholder;

(d) a description of any Derivative Instrument directly or indirectly owned beneficially or of record by the stockholder or any Stockholder Associated Person and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of capital stock of the Corporation;

(e) a description of any proxy, contract, arrangement, understanding, or relationship pursuant to which the stockholder or any Stockholder Associated Person has a right to vote any shares of capital stock of the Corporation or the effect or intent of which is to increase or decrease the voting power of such stockholder or any Stockholder Associated Person with respect to any shares of capital stock of the Corporation;

(f) a description of any Short Interest of the stockholder or any Stockholder Associated Person in any shares of capital stock of the Corporation;

(g) a description of any rights to dividends on the shares of capital stock of the Corporation owned beneficially or of record by the stockholder or any Stockholder Associated Person that are separated or separable from the underlying shares of capital stock of the Corporation;

(h) a description of any proportionate interest in shares of capital stock of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership or limited liability company in which the stockholder or any Stockholder Associated Person is a general partner, manager or managing member or, directly or indirectly, beneficially owns an interest in a general partner, manager or managing member;

(i) a description of any performance-related fees (other than a fee based solely on the amount of assets under management) that the stockholder or any Stockholder Associated Person is entitled to based on any increase or decrease in the value of shares of capital stock of the Corporation or Derivative Instruments, if any, as of the date of such notice;

(j) any other information relating to such stockholder or any Stockholder Associated Person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act;

(k) a representation that the stockholder intends to appear in person or by proxy at the annual or special meeting to nominate the persons named in its notice; and

(l) a representation that the notice contains all of the information required to be provided therein pursuant to paragraphs (a) through (j) above and an undertaking to amend, supplement and update such information not later than five days after the record date for the annual or special meeting so as to ensure that such information is true and correct as of the record date (it being understood that, if representation is not true and correct or if such stockholder fails to comply with such undertaking as and when required pursuant to this paragraph (l), the nomination by such stockholder shall not be deemed to have been proposed in accordance with the procedures described in this Section 2.12).

Notwithstanding anything to the contrary contained in these Bylaws (other than the provisions of the immediately following paragraph), no person shall be eligible for election as a director of the Corporation at an annual or special meeting of the stockholders unless nominated in accordance with the procedures set forth herein. The chairman of any annual or special meeting of the stockholders shall have the power to determine whether any nomination was made in accordance with the foregoing procedures. If the chairman of the annual or special meeting determines that a nomination was not made in accordance with the foregoing procedures, the chairman shall be authorized to declare to the meeting that the nomination was defective and such defective nomination shall be disregarded.

Nothing contained in this Section 2.12 shall be deemed to affect any rights of the holders of any preferred stock having the right to elect directors under circumstances specified in the terms governing such preferred stock.”

4. As amended by the foregoing, the Bylaws shall remain in full force and effect.



Contact at 214/432-2000

Steven R. Rowley
President & CEO

Mark V. Dendle
Executive Vice President & CFO

News For Immediate Release

EAGLE MATERIALS INC. DECLARES QUARTERLY DIVIDEND

(DALLAS, TX – November 18, 2008): The Board of Directors of Eagle Materials Inc. (NYSE: EXP), has declared a quarterly cash dividend of \$0.10 per share, payable on January 23, 2009 to stockholders of record of its Common Stock at the close of business on December 23, 2008.

The Board's decision to adjust Eagle's quarterly cash dividend is in line with Eagle's strategy to increase financial flexibility during these times of economic uncertainty. Eagle remains profitable and is well positioned for improved financial results when economic, residential and commercial construction market conditions improve. Eagle believes dedication to strong financial health and flexibility is conservative in the short-term and will better position Eagle to take advantage of opportunities over the long-term.

Eagle Materials Inc. is a Dallas-based company that manufactures and distributes Cement, Gypsum Wallboard, Recycled Paperboard, and Concrete and Aggregates.

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Forward-Looking Statements. This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the context of the statement and generally arise when the Company is discussing its beliefs, estimates or expectations. These statements are not historical facts or guarantees of future performance but instead represent only the Company's belief at the time the statements were made regarding future events which are subject to certain risks, uncertainties and other factors many of which are outside the Company's control. Actual results and outcomes may differ materially from what is expressed or forecast in such forward-looking statements. The principal risks and uncertainties that may affect the Company's actual performance include the following: the cyclical and seasonal nature of the Company's business; public infrastructure expenditures; adverse weather conditions; availability of raw materials; changes in energy costs including, without limitation, natural gas and oil; changes in the cost and availability of transportation; unexpected operational difficulties; inability to timely execute announced capacity expansions; volatility and disruption of financial markets; governmental regulation and changes in governmental and public policy (including, without limitation, climate change regulation); changes in economic conditions specific to any one or more of the Company's markets; competition; announced increases in capacity in the gypsum wallboard and cement industries; changes in the demand for residential housing construction or commercial construction; general economic conditions; and interest rates. For example, increases in interest rates, decreases in demand for construction materials or increases in the cost of energy (including, without limitation, natural gas and oil) could affect the revenues and operating earnings of our operations. In addition, changes in national or regional economic conditions and levels of infrastructure and construction spending could also adversely affect the Company's result of operations. These and other factors are described in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2008 and in its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2008. These reports are filed with the Securities and Exchange Commission. All forward-looking statements made herein are made as of the date hereof, and the risk that actual results will differ materially from expectations expressed herein will increase with the passage of time. The Company undertakes no duty to update any forward-looking statement to reflect future events or changes in the Company's expectations.