SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

1. Name and Address of Reporting Person* ROWLEY STEVE (Last) (First) (Middle) 3811 TURTLE CREEK BLVD., #1100 (Street) DALLAS TX 75219 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol EAGLE MATERIALS INC [EXP] 3. Date of Earliest Transaction (Month/Day/Year) 11/27/2012 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner X Officer (give title below) Other (specify below) President & CEO 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	11/27/2012		S		70,034[1]	D	$54.61[2]	399,582[6]	D	
Common Stock	11/27/2012		S		126,779[1]	D	$55.34[3]	272,803	D	
Common Stock	11/28/2012		S		123,848[1]	D	$54.08[4]	148,955	D	
Common Stock	11/28/2012		S		2,903[1]	D	$54.41[5]	146,052	D	
Common Stock								2,114	I	By 401(k)
Common Stock								1,929	I	By IRA
Restricted Common Stock Units								14,573.4163	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	Amount or Number of Shares				

Explanation of Responses:

1. The reported transactions were effected for estate and tax planning purposes. Following these transactions, the reporting person retains a substantial ownership position in issuer securities and his ownership currently satisfies the issuer's stock ownership guidelines.

2. This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from $54.19 to $55.19. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

3. This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from $55.20 to $55.75. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

4. This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from $53.29 to $54.29. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

5. This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from $54.30 to $54.50. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

6. Reflects the inclusion of restricted shares inadvertently omitted from the reporting person's Form 4 filed on May 7, 2012 ("Original Form 4"). The number of securities reported on the Original Form 4 inadvertently reflected only the increase in shares held as a result of the lapsing of the restrictions on the first one-fifth of the earned restricted stock. In order to be consistent with the reporting of other earned restricted share awards, the reporting person is including the entire earned restricted stock amount in the holdings, subject to the schedule for the lapsing of restrictions on the remaining shares as stated in footnote (1) of the Original Form 4.

/s/ Scott M. Wilson as Attorney-in-Fact for Steven R. Rowley   11/29/2012

** 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.