FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
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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

1. Name and Address of Reporting Person* ROWLEY STEVE					2. Issuer Name and Ticker or Trading Symbol EAGLE MATERIALS INC [EXP]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
												X Direc		ctor	10%	Owner		
(Fir	rst) (Middle)			Date of Earliest Transaction (Month/Day/Year)							X				er (specify w)		
					05/03/2012									President & CEO				
Soft TORTLE CREEK BLVD., #1100																		
		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)				Applicable			
S TX	K 7	75219											X	Forn	n filed by One	Reporting Pe	rson	
				-										Form filed by More than One Reporting				
(St	ate) (Zip)												Pers	on			
	Tabl	e I - No	on-Deriv	ative	Sec	uritie	s Ac	quired	l, Di	sposed o	f, or E	Benefi	cially	Owne	ed			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		Execution Date,		3. Transaction Code (Instr. 8)					nd 5) Securiti Benefici Owned I		ities icially d Following	Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) (D)	Pric	е	Transaction(s) (Instr. 3 and 4)			(11150.4)	
Common Stock 05/03/				2012	012			F		7,546 ⁽¹⁾	D	\$30	5.98 ⁽²⁾	3	86,797	D		
Common Stock															2,114	I	By 401(k)	
Common Stock															1,929	I	By IRA	
Restricted Common Stock Units														14,5	507.9672	D		
	Та	ıble II -												wned				
rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) if any						of Deriv Secu Acqu (A) or Dispo of (D) (Instr	ative rities ired osed	Expirat (Month	ion Da	ate ear)	Amount of Securities Underlying Derivative Security (Instr. and 4)		Derivativ Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
ROWLEY STEVE (Last) (First) (Middle) 3811 TURTLE CREEK BLVD., #1100 (Street) DALLAS TX 75219 (City) (State) (Zip) Table I - Non-Deriva 1. Title of Security (Instr. 3) Common Stock Common Stock Common Stock Restricted Common Stock Units Table II - Derivative (e.g., put) 1. Title of Derivative Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) Security (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)				EY STEVE (First) (Middle) RTLE CREEK BLVD., #1100 Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 1 Common Stock Units Table II - Derivative S (e.g., puts, c 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 2. (Month/Day/Year)	(First) (Middle) RTLE CREEK BLVD., #1100 Table I - Non-Derivative Security (Instr. 3) Stock Stock 1 Common Stock Units Table II - Derivative Security (e.g., puts, calls, (Month/Day/Year) Date (Month/Day/Year) 2. Table II - Derivative Security (e.g., puts, calls, (Month/Day/Year) Date (Month/Day/Year) 2. Table II - Derivative Security (e.g., puts, calls, (Month/Day/Year) Date (Month/Day/Year) 3. Date of 05/03/20 4. If Amen Date (Month/Day/Year) 3. Date of 05/03/20 4. Transaction Code (Instr. 8)	EY STEVE (First) (Middle) RTLE CREEK BLVD., #1100 Table I - Non-Derivative Securities Gecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 1 Conversion or Exercise Price of Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date of Earlies 05/03/2012 4. If Amendment, 2. Transaction Date (Execution In any (Month/Day) (Month/Day) 3. Date of Earlies 05/03/2012 4. If Amendment, 2. 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Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock Stock 1. 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Explanation of Responses:

1. On June 27, 2011, the reporting person was granted 103,524 shares of restricted stock, subject to the achievement by the Company of performance vesting criteria based on the Company's return on invested capital measured at the end of fiscal 2012. On May 3, 2012, the performance vesting criteria was determined to have been met. In accordance with the Restricted Stock Agreement, the restrictions on one-fifth of the earned shares (20,705 shares) lapsed on the certification date. The restrictions on the remaining shares will lapse ratably on March 31 of 2013, 2014, 2015, and 2016. In connection with the payout of the first one-fifth of the earned restricted stock as described above, 7,546 shares were surrendered by the reporting person to the issuer to satisfy income tax withholding requirements.

2. In accordance with the issuer's Incentive Plan, this price represents the closing price per share of Common Stock on the vesting date.

/s/ Scott M. Wilson as Attorney-in-Fact for Steven R. 05/07/2012 Rowley

** 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.