FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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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* ESSL GERALD J (Last) (First) (Middle) 3811 TURTLE CREEK BLVD. STE #1100													(Checl	all app Dired	olicable) ctor	10% (Person(s) to Issuer 10% Owner Other (specify	
														belov I	Executive Vice President			
				_ 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indi Line) X	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Tabl	e I - No	on-Deriv	/ative	Sec	curitie	s Ac	quired	l, Dis	sposed o	f, or E	3enefi	cially	Own	ed			
		Date	Date		2A. Deemed Execution Date, if any (Month/Day/Year)						and 5) Secu Bene Owne		ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
									v	Amount	(A) (D)	(A) or Price		Transaction(s) (Instr. 3 and 4)			(11341.4)	
Common Stock 05/11/			2016	:016		F		414	D \$77		7.34 ⁽¹⁾	34 ⁽¹⁾ 42,244 ⁽²⁾		D				
Common Stock													7,000		I	By trust		
	Та	ıble II -												wned		,		
Security or Exercise (Month/Day/Year) if any		on Date,		ransaction Code (Instr. b) Securities Acquired (A) or Disposed of (D)		ative rities ired osed	6. Date Exercisable and Expiration Date (Month/Day/Year)			Amoun or Numbe		Deri Sec (Ins	rivative curity str. 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)		
	(Final Conversion or Exercise Price of Derivative	(First) (CRTLE CREEK BLVD. OO STAND (State) (Conversion or Exercise Price of Derivative SERALD J	(First) (Middle) RTLE CREEK BLVD. (State) (Zip) Table I - Note that the second of th	(First) (Middle) RTLE CREEK BLVD. (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transa Date (Month/D Stock Table II - Derivat (e.g., p Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Month/Day/Year)	(First) (Middle) RTLE CREEK BLVD. (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative (Month/Day/Year) Stock Table II - Derivative Security (e.g., puts, concerning to some price of Derivative (Month/Day/Year) 2. Table II - Derivative Security (e.g., puts, concerning to some price of Derivative (Month/Day/Year) 3. Transaction Date (month/Day/Year) Stock Table II - Derivative Security (Month/Day/Year) (e.g., puts, concerning to some price of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) RTLE CREEK BLVD. (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3) Stock Table II - Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year) [A Transaction Code (Instr. 8)]	(First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warrance) (e.g., puts, calls, warrance) (Month/Day/Year) (Month/Day/Year)	Conversion of Exercise Price of Derivative Security (Month/Day/Year) S. Date of Earliest Trans 05/11/2016 S. Date of Earliest Trans 05/11/2016 S. Date of Earliest Trans 05/11/2016 4. If Amendment, Date of Execution Date of Exercise Price of Derivative Security (Month/Day/Year) S. Number of Exercise Price of Derivative Security (Month/Day/Year) S. Number of Exercise Price of Derivative Security (Month/Day/Year) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) S. Number of Derivative Securities Acquired (A) or Disposed of (D)	Conversion or Exercise Price of Derivative Security Stock Stock	Code Conversion or Exercise Price of Derivative Security Stock Stock	Code V Amount	EAGLE MATERIALS INC EXP	CFIRALD J CFIRST) CF	Check Conversion or Stercise Price of Derivative Security Stock Stock	Check all appoints Company Com	EAGLE MATERIALS INC EXP Check all applicable Director Check all applicable Director Check all applicable Director X Officer (give title below)	EAGLE MATERIALS INC EXP	

Explanation of Responses:

1. In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the previous trading day.

Remarks:

/s/ Scott M. Wilson as

Attorney-in-Fact for Gerald J. 05/13/2016

Essl

** 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.

^{2. 414} shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 987 shares of restricted stock awarded to the reporting person on 6/10/2015 (Form 4 filed on 5/10/2016). Because the reporting person's restricted stock holdings have been included in the direct ownership of Common Stock disclosed by the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 414 shares to reflect this tax withholding.