

**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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<b>1. Name and Address of Reporting Person*</b> <u>ROWLEY STEVE</u>  (Last) (First) (Middle) 3811 TURTLE CREEK BLVD. SUITE 1100  (Street) DALLAS TX 75219  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>EAGLE MATERIALS INC [ EXP/XPB ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 05/04/2005	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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 <sup>(1)</sup>	05/04/2005		A		5,723	A	\$77.89	30,723	D	
Common Stock								1,299	I	By 401K Plan

**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 EBIT Stock Option (Right to Buy)	\$70.26	05/04/2005		A		7,094		(2)	06/26/2011	Common Stock	7,094	\$0.00	7,094	D	
Non-Qualified ROE Stock Option (Right to Buy)	\$70.26	05/04/2005		A		8,445		(2)	06/26/2011	Common Stock	8,445	\$0.00	8,445	D	
Non-Qualified EBIT Stock Option (Right to Buy)	\$69.9	05/04/2005		A		2,890		(3)	08/04/2011	Common Stock	2,890	\$0.00	2,890	D	
Non-Qualified ROE Stock Option (Right to Buy)	\$69.9	05/04/2005		A		3,441		(3)	08/04/2011	Common Stock	3,441	\$0.00	3,441	D	

**Explanation of Responses:**

- On June 26, 2004, the reporting person was granted up to 7,630 Restricted Common Stock Units subject to the satisfaction of certain performance conditions. On May 4, 2005, the performance conditions were determined to have been satisfied such that 5,723 Restricted Stock Units became vested and reportable on such date. The remaining Restricted Stock Units have been forfeited. The Common Stock grant reported above represents these vested Restricted Common Stock Units which are issuable in shares of Common Stock on March 31, 2009.
- On June 26, 2004, the reporting person was granted an option to purchase 16,890 shares of Common Stock. The Stock Option may vest in as many as three installments subject to the satisfaction of performance conditions determined as of March 31, 2005, 2006 and 2007. On May 4, 2005, the performance conditions as of March 31, 2005 were determined to have been satisfied such that Stock Options became vested as to 15,539 shares. The Stock Option may vest as to additional shares subject to satisfaction of performance conditions during the next two years.
- On August 4, 2004, the reporting person was granted an option to purchase 6,882 shares of Common Stock. The Stock Option may vest in as many as three installments subject to the satisfaction of performance conditions determined as of March 31, 2005, 2006 and 2007. On May 4, 2005, the performance conditions as of March 31, 2005 were determined to have been satisfied such that Stock Options became vested as to 6,331 shares. The Stock Option may vest as to additional shares subject to satisfaction of performance conditions during the next two years.

**Remarks:**

James H. Grass, as Attorney-  
in-Fact for Steven R. Rowley

05/06/2005

\*\* 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.**