

**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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1. Name and Address of Reporting Person* <u>ESSL GERALD J</u>  (Last) (First) (Middle) <u>3811 TURTLE CREEK BLVD.</u> <u>STE #1100</u>  (Street) <u>DALLAS TX 75219</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC [ EXP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2015</u>	

**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	05/05/2015		A		7,297 <sup>(1)</sup>	A	\$0.00	41,314	D	
Common Stock	05/07/2015		F		612	D	\$84.3 <sup>(2)</sup>	40,702 <sup>(3)</sup>	D	
Common Stock								7,000	I	By Trust

**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 Stock Option (Right to Buy)	\$87.37	05/05/2015		A		6,637		(4)	06/03/2024	Common Stock	6,637	\$0.00	6,637	D	

**Explanation of Responses:**

- On June 3, 2014, the reporting person was granted 7,297 shares of restricted stock, subject to the achievement by the Company of performance vesting criteria based on the Company's average return on equity measured at the end of fiscal 2015. On May 5, 2015, the performance vesting criteria was determined to have been met such that all of the 7,297 shares of restricted stock have been earned. In accordance with the Restricted Stock Agreement, the restriction on one-fifth of the earned shares (1,460 shares) lapsed on May 7, 2015. The restrictions on the remaining shares will lapse ratably on March 31 of 2016, 2017, 2018 and 2019.
- In accordance with the issuer's Amended and Restate Incentive Plan, this price represents the closing price per share of Common Stock on the previous trading day.
- 612 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of the restriction on 1,460 shares of restricted stock awarded to the reporting person on June 3, 2014 (as reported in footnote 1).
- On June 3, 2014, the reporting person was granted an option to purchase up to 6,637 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2015. On May 5, 2015, the performance vesting criteria were determined to have been satisfied such that all of such options became earned and reportable on such date. The earned options become vested and exercisable as follows: one-third are exercisable immediately; one-third become exercisable on March 31, 2016; and the remaining one-third become exercisable on March 31, 2017.

**Remarks:**

/s/ Scott M. Wilson as  
Attorney-in-Fact for Gerald J. ESSL 05/07/2015

\*\* 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.

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