SECURITIES & EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G/A*

Under the Securities Exchange Act of 1934 (Amendment No.4)*

	Eagle M	Materials Inc.		
	(Name	e of Issuer)		
	Common Stock, par	value US\$0.01 per	share	
	(Title of C	lass of Securities)		
	2	26969P108		
	(CUS	GIP Number)		
	Decen	nber 31, 2008		
 (D	ate of Event Which Red	quires Filing of th	nis Statement)	-
Check the Schedule 13G/A [] Rule [X] Rule [] Rule	13d-1(b) 13d-1(c)	signate the rule pu	irsuant to which thi	S
	(Page 1	L of 18 Pages)		
person's initia securities, and	nder of this cover pag l filing on this form for any subsequent an osures provided in a p	with respect to the nendment containing	e subject class of	
deemed to be "f of 1934 ("Act")	ation required in the iled" for purposes of or otherwise subject e subject to all othe	Section 18 of the to the liabilities	Securities Exchange of that section of	Act the
CUSIP No. 26969	P108	13G/A	Page 2 of 18 Pages	
I.R PER	ES OF REPORTING PERSON .S. IDENTIFICATION NO. SONS (ENTITIES ONLY)	OF ABOVE Lone Spruce, L.P.		
	CK THE APPROPRIATE BOX		GROUP ** (a) [X] (b) []	
(3) SEC	USE ONLY			
(4) CIT	IZENSHIP OR PLACE OF (Delaware	DRGANIZATION		
NUMBER OF	(5) SOLE VOTING POWER			
SHARES				
BENEFICIALLY	(6) SHARED VOTING POW			
OWNED BY		-0-		

(7) SOLE DISPOSITIVE POWER

EACH

REPORTING		
PERSON WITH	(8) SHARED DISPOSITIVE POWER	-0-
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-0-
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	** []
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	0%
(12)	TYPE OF REPORTING PERSON **	PN
	** SEE INSTRUCTIONS BEFORE	FILLING OUT!

CUSIP No. 26	3969	9P108		13	3G/A		Page 3 of 1	L8 Pages	
(1)	I.F	₹.S.	F REPORTIN IDENTIFICA (ENTITIES	TION NO.	NS . OF ABOVE				
					Lone Bals	sam, L.P.	,		
(2)	СНЕ	ECK T	HE APPROPR	IATE BOX	IF A MEMB	BER OF A	GROUP ** (a)) [X]) []	
(3)	SEC								
(4)	CIT		SHIP OR PL Delaw	ACE OF OI are	RGANIZATIO	ON			
NUMBER OF SHARES		(5)	SOLE VOTI			-0-			
BENEFICIALLY	′	(6)	SHARED VO	TING POW	ER	-0-			
OWNED BY EACH REPORTING		(7)	SOLE DISP	OSITIVE	POWER	-0-			
PERSON WITH		(8)	SHARED DI	SPOSITIV	E POWER	-0-			
(9)	AGO		TE AMOUNT		ALLY OWNED		H REPORTING	PERSON	
	ΙN	ECK BOW	OX IF THE	AGGREGATI ES CERTA:	E AMOUNT IN SHARES	**		[]	
			OF CLASS			OUNT IN F 0%			
(12)	TYF	PE OF	REPORTING	PERSON	* *	PN			
			** SEE IN	STRUCTIO	NS BEFORE	FILLING	OUT!	·	

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I.	AMES OF REPORTING PI R.S. IDENTIFICATION ERSONS (ENTITIES ON	N NO. OF ABOVE	
		Lone Se	equoia, L.P.
	HECK THE APPROPRIATI		
			(a) [X] (b) []
(3) SE	EC USE ONLY		
	ITIZENSHIP OR PLACE Delaware	OF ORGANIZATION	
	(5) SOLE VOTING		
SHARES		- e	
BENEFICIALLY	(6) SHARED VOTING	G POWER)-
OWNED BY			
EACH	(7) SOLE DISPOSI	TIVE POWER -0)-
REPORTING			
	(8) SHARED DISPOS	- 0)-
(9) A0	GGREGATE AMOUNT BENI	EFICIALLY OWNED	
	/ EACH REPORTING PE	- ()-
(10) CH	HECK BOX IF THE AGGI N ROW (9) EXCLUDES (REGATE AMOUNT	[]
(11) PE	ERCENT OF CLASS REPI		
В	AMOUNT IN ROW (9)	0%	•
(12) T	/PE OF REPORTING PE	PN	
	** SEE INST	RUCTIONS BEFORE FI	LLING OUT!

CUSIP No. 2696	9P108	13G/A	Page 5 of 18 Pages
I.	MES OF REPORTING PERS R.S. IDENTIFICATION N RSONS (ENTITIES ONLY)	NO. OF ABOVE	
		Lone Cas	cade, L.P.
(2) CH	ECK THE APPROPRIATE E		F A GROUP **
			(a) [X] (b) []
(3) SE	C USE ONLY		
. ,	TIZENSHIP OR PLACE OF Delaware		
	(5) SOLE VOTING POW	VER	
SHARES		-0-	
BENEFICIALLY	(6) SHARED VOTING F	POWER	
OWNED BY		-0-	
EACH	(7) SOLE DISPOSITING	/E POWER -0-	
REPORTING			
PERSON WITH	(8) SHARED DISPOSIT		
		-0- 	
	GREGATE AMOUNT BENEFI EACH REPORTING PERSO		
Di		-0-	
(10) CH IN	ECK BOX IF THE AGGREC ROW (9) EXCLUDES CER	GATE AMOUNT	[]
	RCENT OF CLASS REPRES		
	AMOUNT IN ROW (9)	0%	
(40)			
(12) TY	PE OF REPORTING PERSO	DN ** PN	
	** SEE INSTRUC	CTIONS BEFORE FIL	LING OUT!

CUSIP No. 2696	39P108	13G/A	Page 6 of 18 Pages
I.	AMES OF REPORTING R.S. IDENTIFICATI ERSONS (ENTITIES O	ON NO. OF ABOVE NLY)	
		Lone Sierra, I	L.P.
(2) CH	HECK THE APPROPRIA	TE BOX IF A MEMBER ((a) [X]
			(b) []
(3) SE	EC USE ONLY		
	ITIZENSHIP OR PLAC Delawar	E OF ORGANIZATION e	
	(5) SOLE VOTING		
SHARES			
BENEFICIALLY	(6) SHARED VOTI	NG POWER	_
OWNED BY			
EACH	(7) SOLE DISPOS	ITIVE POWER	-
REPORTING			
PERSON WITH	(8) SHARED DISP	OSITIVE POWER	_
(9) AG	GGREGATE AMOUNT BE	NEFICIALLY OWNED	
ВУ	/ EACH REPORTING P	-0	-
(10) CH	HECK BOX TE THE AG		[]
(11) PE	ERCENT OF CLASS RE / AMOUNT IN ROW (9	PRESENTED	
	, , , , , , , , , , , , , , , , , , ,	0%	
(12) TY	/PE OF REPORTING P	ERSON **	
	** SEE INS	TRUCTIONS BEFORE FI	

CUSIP No. 26	969	P108		13G/A		Page 7	of 18	Pages
(1)	I.R	.s.	REPORTING PE IDENTIFICATION (ENTITIES ONL	NO. OF ABOVE Y)	e Pine As	ssociate	es LLC	
(2)	CHE	CK TI	HE APPROPRIATE	BOX IF A MEM		GROUP '	(a) (b)	
(3)	SEC	USE	ONLY					
(4)			SHIP OR PLACE Delaw	OF ORGANIZATI				
			SOLE VOTING P	OWER	-0-			
	′	(6)	SHARED VOTING	POWER	- 0 -			
EACH REPORTING		(7)	SOLE DISPOSIT	IVE POWER	- 0 -			
PERSON WITH		(8)	SHARED DISPOS	ITIVE POWER	-0-			
(9)			TE AMOUNT BENE REPORTING PER		- 0 -			
` ,	IN	ROW	OX IF THE AGGR		**			[]
	PER	CENT	OF CLASS REPR	ESENTED	0%			
(12)	TYP	E OF	REPORTING PER		00			
			** SEE INSTR	UCTIONS BEFOR	E FILLING	G OUT!		

CUSIP No. 26	6969P108 1	.3G/A	Page 8 of 18 Pages
(1)	NAMES OF REPORTING PERSON I.R.S. IDENTIFICATION NO. PERSONS (ENTITIES ONLY)	IS	
	TERSONS (ENTITIES ONET)	Lone Pine Membe	rs LLC
(2)	CHECK THE APPROPRIATE BOX	IF A MEMBER OF	(a) [X] (b) []
(3)	SEC USE ONLY		
(4)	CITIZENSHIP OR PLACE OF C Delaware	RGANIZATION	
NUMBER OF SHARES	(5) SOLE VOTING POWER		
BENEFICIALLY	Y (6) SHARED VOTING POW	/ER -0-	
EACH REPORTING	(7) SOLE DISPOSITIVE	POWER -0-	
PERSON WITH	(8) SHARED DISPOSITIV	-0-	
(9)	AGGREGATE AMOUNT BENEFICI BY EACH REPORTING PERSON	ALLY OWNED	
(10)	IN ROW (9) EXCLUDES CERTA	IN SHARES **	[]
(11)	PERCENT OF CLASS REPRESEN BY AMOUNT IN ROW (9)	ITED 0%	
(12)	TYPE OF REPORTING PERSON		
	** SEE INSTRUCTI	ONS BEFORE FILLI	NG OUT!

,0311 NO. 2	6969P108	13G/A	Pag	e 9 of 18 Pages
(1)	NAMES 0	F REPORTING PERSONS IDENTIFICATION NO. OF AB (ENTITIES ONLY)		
,	CHECK T	HE APPROPRIATE BOX IF A	MEMBER OF A GRO	
	SEC USE	ONLY		
(4)	CITIZEN	SHIP OR PLACE OF ORGANIZ Delaware	ATION	
UMBER OF	(5)	SOLE VOTING POWER	-0-	
BENEFICIALLY	Y (6)	SHARED VOTING POWER	-0-	
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER	-0-	
ERSON WITH	(8)	SHARED DISPOSITIVE POWE	R -0-	
(9)		TE AMOUNT BENEFICIALLY O REPORTING PERSON	- 0 -	
(10)	IN ROW	OX IF THE AGGREGATE AMOU (9) EXCLUDES CERTAIN SHA	NT RES **	
(11)	PERCENT	OF CLASS REPRESENTED NT IN ROW (9)	0%	
		REPORTING PERSON **		

CUSIP No. 26	969	P108		1	3G/A		Page	10 of	18 Pages
(1)	I.R	R.S.	F REPORTING TERMINATION FOR THE SECOND TERMINATI	ATION NO.		Step	hen F.	Mande	el, Jr.
(2)	CHE	CK T			IF A MEMBI		GROUP	** (a) (b)	
(3)	SEC	USE	ONLY						
(4)			SHIP OR PI		RGANIZATIO				
NUMBER OF SHARES			SOLE VOT	ING POWER		-0-			
BENEFICIALLY	((6)	SHARED VO	OTING POW	ER	-0-			
EACH REPORTING		(7)	SOLE DIS	POSITIVE	POWER	-0-			
PERSON WITH		(8)	SHARED D	ISPOSITIV	E POWER	-0-			
(9)			TE AMOUNT REPORTING		ALLY OWNED	-0-			
(10)	IN	ROW		AGGREGAT DES CERTA	E AMOUNT IN SHARES	* *			[]
(11)	PER	CENT	OF CLASS NT IN ROW			0%			
(12)	TYP	PE OF	REPORTING	G PERSON	**	IN			
			** SEE IN	NSTRUCTIO	NS BEFORE I	FILLING	OUT!		

Item 1(a). Name of Issuer:

The name of the issuer is Eagle Materials Inc. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Issuer's principal executive offices are located at 3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas 75219.

13G/A

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Lone Spruce, L.P., a Delaware limited partnership ("Lone Spruce"), with respect to the Common Stock (defined in Item 2(d) below) directly owned by it;
- (ii) Lone Balsam, L.P., a Delaware limited partnership ("Lone Balsam"), with respect to the Common Stock directly owned by it;
- (iii) Lone Sequoia, L.P., a Delaware limited partnership ("Lone Sequoia"), with respect to the Common Stock directly owned by it;
- (iv) Lone Cascade, L.P., a Delaware limited partnership ("Lone Cascade"), with respect to the Common Stock directly owned by it;
- (v) Lone Sierra, L.P., a Delaware limited partnership ("Lone Sierra"), with respect to the Common Stock directly owned by it;
- (vi) Lone Pine Associates LLC, a Delaware limited liability company ("Lone Pine"), with respect to the Common Stock directly owned by Lone Spruce, Lone Balsam and Lone Sequoia;
- (vii) Lone Pine Members LLC, a Delaware limited liability company ("Lone Pine Members"), with respect to the Common Stock directly owned by Lone Cascade and Lone Sierra;
- (viii) Lone Pine Capital LLC, a Delaware limited liability company ("Lone Pine Capital"), which serves as investment manager to Lone Cypress, Ltd. ("Lone Cypress"), Lone Kauri, Ltd. ("Lone Kauri") and Lone Monterey Master Fund, Ltd. ("Lone Monterey Master Fund"), each a Cayman Islands exempted company, with respect to the Common Stock directly owned by each of Lone Cypress, Lone Kauri and Lone Monterey Master Fund;
 - (ix) Stephen F. Mandel, Jr. ("Mr. Mandel"), with respect to the Common Stock directly owned by each of Lone Spruce, Lone Balsam, Lone Sequoia, Lone Cascade, Lone Sierra, Lone Cypress, Lone Kauri and Lone Monterey Master Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons". Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is Two Greenwich Plaza, Greenwich, Connecticut 06830.

Item 2(c). Citizenship:

Lone Spruce, Lone Balsam, Lone Sequoia, Lone Cascade and Lone Sierra are limited partnerships organized under the laws of the State of Delaware. Lone Pine, Lone Pine Members and Lone Pine Capital are limited liability companies organized under the laws of the State of Delaware. Mr. Mandel is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, par value US\$0.01 per share (the "Common Stock")

Item 2(e). CUSIP Number:

26969P108

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) [] Broker or dealer registered under Section 15 of the Act,
- (b) [] Bank as defined in Section 3(a)(6) of the Act,
- (c) [] Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) [] Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) [] Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) [] Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) [] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check the box. $[{\sf X}]$

Item 4. Ownership.

- A. Lone Spruce, L.P.
 - (a) Amount beneficially owned: -0-
 - (b) Percent of class: 0% The percentages used herein and in the rest of Item 4 are calculated based upon the 43,544,826 shares of Common Stock issued and outstanding as of February 5, 2009 as reported on the Issuer's Form 10-Q filed on February 6, 2009, for the quarterly period ending December 31, 2008.
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-

- B. Lone Balsam, L.P.
 - (a) Amount beneficially owned: -0-
 - (b) Percent of class: 0%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- C. Lone Sequoia, L.P. a) Amount beneficially owned: -0-
 - (b) Percent of class: 0%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- D. Lone Cascade, L.P.
 - (a) Amount beneficially owned: -0-
 - (b) Percent of class: 0%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- E. Lone Sierra, L.P.
 - (a) Amount beneficially owned: -0-
 - (b) Percent of class: 0%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- F. Lone Pine Associates LLC
 - (a) Amount beneficially owned: -0-
 - (b) Percent of class: 0%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-

- G. Lone Pine Members LLC
 - (a) Amount beneficially owned: -0-
 - (b) Percent of class: 0%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- H. Lone Pine Capital LLC
 - (a) Amount beneficially owned: -0-
 - (b) Percent of class: 0%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- I. Stephen F. Mandel, Jr.
 - (a) Amount beneficially owned: -0-
 - (b) Percent of class: 0%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 2.

CUSIP No. 26969P108

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 13, 2009

By:

Stephen F. Mandel, Jr., individually and (a) as Managing Member of Lone Pine Associates LLC, for itself and as the general partner of (i) Lone Spruce, L.P., (ii) Lone Balsam, L.P. and (iii) Lone Sequoia, L.P.; (b) as Managing Member of Lone Pine

(b) as Managing Member of Lone Pine
Members LLC, for itself and as the general
partner of (i) Lone Cascade, L.P. and (ii)
Lone Sierra, L.P.; and

(c) as Managing Member of Lone Pine Capital LLC $\,$

EXHIBIT 1

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 13, 2009

By:

Stephen F. Mandel, Jr., individually and
(a) as Managing Member of Lone Pine
Associates LLC, for itself and as the
general partner of (i) Lone Spruce, L.P.,
(ii) Lone Balsam, L.P. and (iii) Lone
Sequoia, L.P.;
(b) as Managing Member of Lone Pine
Members LLC, for itself and as the general

partner of (i) Lone Cascade, L.P. and (ii) Lone Sierra, L.P.; and (c) as Managing Member of Lone Pine

(c) as Managing Member of Lone Pine Capital LLC
