

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <u>Powers David B</u>			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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ <u>Executive Vice President</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/06/2011</u>						
3811 TURTLE CREEK BLVD., #1100			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
DALLAS	TX		75219						
(City)	(State)	(Zip)							

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			
Restricted Common Stock Units ⁽¹⁾	05/06/2011		A		7,928	A	\$0 ⁽¹⁾	7,928	D	
Common Stock	05/06/2011		F		1,049 ⁽²⁾	D	\$27.49 ⁽³⁾	25,844	D	
Common Stock								1,508	I	By 401(k)

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)	\$30.735	05/06/2011		A		9,219		(4)	05/18/2020	Common Stock	9,219	\$0	9,219	D	

Explanation of Responses:

- See Exhibit 99
- 1,049 shares were withheld by the issuer to satisfy income tax withholding requirements related to the reporting person's receipt of 3,966 shares of Common Stock upon the payout of the first one-third of the earned RSUs and related DEUs as described in footnote (1).
- In accordance with the issuer's Incentive Plan, this price represents the closing price per share of Common Stock on the vesting date.
- On May 18, 2010, the reporting person was granted an option to purchase up to 14,750 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2011. On May 6, 2011, the performance vesting criteria were determined to have been satisfied such that 9,219 options became earned and reportable on such date. The remaining options have been forfeited. The earned options become vested and exercisable as follows: one-third are exercisable immediately; one-third become exercisable on March 31, 2012; and the remaining one-third become exercisable on March 31, 2013.

/s/ Scott M. Wilson as Attorney-in-Fact for
David B. Powers 05/10/2011

** 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.

On May 18, 2010, the reporting person was granted up to 18,750 Restricted Common Stock Units ("RSUs") subject to the achievement by the Company of certain performance goals.

Dave Powers