П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this how	if no longer subject to
	rm 4 or Form 5
obligations ma	y continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>			2. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC</u> [EXP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) 3811 TURTLE CREEK BLVD. STE #1100		,	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2012	_ x	Officer (give title below) Executive Vice	Other (specify below) President			
(Street) DALLAS (City)	Street) DALLAS TX 75219		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				

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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	12/14/2012		G	v	14,000(1)	D	\$ <mark>0</mark>	38,365	D		
Common Stock	12/14/2012		G	v	14,000 ⁽¹⁾	A	\$0	14,000	I	By trust ⁽²⁾	
Common Stock	12/21/2012		М		5,000 ⁽³⁾	A	\$49.77	43,365	D		
Common Stock	12/21/2012		S		5,000 ⁽³⁾	D	\$57.5488	38,365	D		
Restricted Common Stock Units								5,560.054	D		

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. Transa Code (8)		of		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	Amount or Number of Shares				
Non- qualified Stock Option (Right to Buy)	\$49.77	12/21/2012		М			5,000	(4)	05/04/2014	Common Stock	5,000	\$0	0	D	

Explanation of Responses:

1. The reported transactions were effected for estate planning purposes.

2. The reported transaction reflects a gift by the reporting person to the Garett G. Essl 1997 Trust, an irrevocable trust for the benefit of the reporting person's son. The reporting person and his wife act as trustees of the trust.

3. The reported transactions were effected for tax planning purposes.

4. Shares vested over a five year period.

/s/ Scott M. Wilson as

Attorney-in-Fact for Gerald J. <u>12/21/2012</u> 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.