SEC Form 4

FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

I

(City)	(State)	(Zip)	—	Form filed Person	d by More than One	e Reporting
(Street) DALLAS	TX	75225	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	nt/Group Filing (Ch d by One Reporting	
(Last) 5960 BERKS	(First) SHIRE LN, STE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2021	A below) EVP	be & General Cour	elow)
1. Name and Address of Reporting Person [*] Graass James H			2. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC</u> [EXP]	(Check all applicat Director	10	s) to Issuer 0% Owner ther (specify
to Section 16	6. Form 4 or Form 5 nay continue. <i>See</i> (b).		Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 or Section 30(h) of the Investment Company Act of 1940	34	Estimated average hours per respons	

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 Dispose		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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	05/17/2021		F		785	D	\$151.63 ⁽¹⁾	52,677 ⁽²⁾	D	
Common Stock								1,112	Ι	By 401(k)
Common Stock								543	Ι	By Reporting Person's IRA

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 Exerc Expiration Da (Month/Day/Y	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				

Explanation of Responses:

1. In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the previous trading day.

2. 785 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 1,994 shares of restricted stock awarded to the reporting person on May 19, 2020 (Form 4 filed on 5/10/2021). Because the reporting person's restricted stock holdings have been included in the direct ownership of Common Stock disclosed by the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 785 shares to reflect this tax withholding.

Remarks:

/s/ James H. Graass

05/19/2021

** 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.