FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, [| D.C. | 20549 |
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|---------------|------|-------|

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | OMB APPR | OVAL | | | | | | |
|---|--------------------------|-----------|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | |
| | Estimated average burden | | | | | | | |
| 1 | hours por rosponso: | 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* ELLEN MARTIN M | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC</u> [EXP] | | | | | | | | | | | | ip of Reporting Person(s) to iplicable) | | n(s) to Is | | | |
|--|---|--|---|-------|--|---|--|---|------|--|---------|------|---------------|----------------------------|-----------------------|-----------------------|---|---|---|--|--|--|
| (Last) 2900 MC | (Fi | rst) (UNIT 1801 | Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 08/03/2017 | | | | | | | | | Office below | er (give title w) | | Other (specify below) | | | | | |
| (Street) DALLAS (City) | | | 75201 Zip) | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | i. Indiv ine) X | • | | | | | | |
| | | | e I - Nor | | | _ | | | | Dis | posed o | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date (Month/Day/Year) | | r) E | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | | | | | 4 and Secu Bene Owne | | cially I Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | | | | | | Code | v | Amount | | (A) or (D) | Price | | | ted action(s) 3 and 4) | | | (Instr. 4) | | |
| Common Stock | | | | 08/03 | 08/03/2017 | | | | A | | 1,006(| 1) | A | \$0 | 0.00 | | 2,858 |] |) | | | |
| Common Stok | | | | | | | | | | | | | | | | | 1,000 | | I | By Martin Robin Partners, L.P. | | |
| | 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. Deeme Execution if any (Month/Da | Date, | | Transaction of E Code (Instr. Derivative (M | | | | 6. Date Exercisable and Expiration Date Am (Month/Day/Year) Selection De Selection Am (Month/Day/Year) | | | | str. 3 | Deriv Secu | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Owners Form: Direct (I or Indire (I) (Instr | nership m: ect (D) ndirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | | | Date Exercisal | | Expiration Date Title Amoun | | nber | | | | | | | | | | |

Explanation of Responses:

 $1. \ On \ August \ 3, 2017, the \ reporting \ person \ was \ granted \ 1,006 \ shares \ of \ restricted \ stock. \ The \ restrictions \ will \ lapse \ six \ months \ from \ the \ date \ of \ the \ grant.$

Remarks:

/s/ Scott M. Wilson as Attorney-in-Fact for Martin M. 08/04/2017 **Ellen**

** 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.