FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| hington, D.C. 20549 | - 1 | | |
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| mington, D.C. 20043 | | Ш | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| led pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 |
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MB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| 1. Name and Address of Reporting Person* ELLEN MARTIN M | | | | 2. Issuer Name and Ticker or Trading Symbol EAGLE MATERIALS INC [EXP] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | |
|--|---|--|---|--|---|---|---|--------|--|--------|--------------------|---|---|--|---|--|---|--|--|--|--|
| ELLEN WARTIN W | | | | | | . , | | | | | | | | | X Director | | | 10% Owner | | | |
| (Last) (First) (Middle) 5960 BERKSHIRE LN | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/27/2021 | | | | | | | | | Officer below) | (give title | | Other (s below) | specify | | | | |
| SUITE 900 | | | | | 4. 1 | If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| (Stroot) | | | | | - | | | | | | | | | Line) | | | | | | | |
| (Street) DALLAS | S TZ | ζ | 75225 | | | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | |
| (City) | (Si | ate) (| (Zip) | | | | | | | | | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | | | |
| Date | | Date | 2. Transaction Date Month/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a | | | and 5) Securitie Benefici Owned F | | es ially Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | | | |
| | | | | | | | | Code | v | Amount | (A) or (D) | Price | | Reporte Transac (Instr. 3 | tion(s) | | | Instr. 4) | | | |
| Common Stock | | 05/27/2021 | | | | M | | 1,800 | A | \$81.2 | 1.28 7, | | 636 D | | D | | | | | | |
| Common | Common Stock 05/3 | | 05/27/2 | /2021 | | | | S | | 1,800 | D | \$148.32 | 48.3263 5, | | 836 | | D | | | | |
| Common Stock | | | | | | | | | | | | | 2,006 | | I | | By Martin Robin Partners, L.P. | | | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | | | |
| | | | | (e.g., | outs, | calls | , wa | rrants | s, opti | ons, | converti | ble sec | urities) | | | | | | | | |
| 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/Yea | | 4. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exerc Expiration Da (Month/Day/\) | | ate | 7. Title at Amount Securitie Underlyit Derivativ (Instr. 3 a | of s ng e Security | Dei | rivative deriv. curity Secu str. 5) Bene Owne Follo Repo Trans | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | ly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | v | (A) | (D) | Date Exercis | sable | Expiration Date | Title | Amount or Number of Shares | | | | | | | | |
| Non- Qualified Stock Option (Right to | \$81.28 | 05/27/2021 | | | M | | | 1,800 | (1) | | 08/04/2026 | Common Stock | 1,800 | \$ | \$0.00 | 0 | | D | | | |

Explanation of Responses:

1. Shares vested immediately on the date the grant was awarded.

Remarks:

/s/ Scott M. Wilson as Attorney-in-Fact for Martin M. 05/28/2021 **Ellen**

** Signature of Reporting Person

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.