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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
August 20, 2009

Eagle Materials Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12984
(Commission File Number)

75-2520779
(IRS Employer
Identification No.)

3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas
(Address of principal executive offices)

75219
(Zip code)

Registrant's telephone number including area code: (214) 432-2000

Not Applicable

(Former name or former address if changed from last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Information responsive to Item 5.02(c) and (e):

On August 20, 2009, the Executive Committee of the Board of Directors of Eagle Materials Inc. (the "Company") promoted the following individuals by appointing them to serve in the offices set forth below effective as of August 21, 2009: D. Craig Kesler was promoted to Executive Vice President – Finance and Administration and Chief Financial Officer; and William R. Devlin was promoted to Senior Vice President – Controller and Chief Accounting Officer. Mr. Kesler, 33, has served as the Company's Vice President – Investor Relations and Corporate Development since joining the Company in 2005. Prior to joining the Company, Mr. Kesler was with Ernst & Young LLP in Dallas from April 2002 through September 2004 and Arthur Anderson LLP from September 1998 until April 2002. Mr. Devlin, 43, served as Director of Internal Audit for the Company from 2004 to 2005 and then as Vice President and Controller since 2005.

In connection with the promotion of Mr. Kesler, the Compensation Committee of the Board of Directors of the Company set his annual base salary at \$250,000 to be paid on a pro-rated basis for the remainder of the fiscal year and also set his fiscal 2010 bonus percentage under the Eagle Materials Inc. Salaried Incentive Compensation Program at 15%, pro-rated for the remainder of the fiscal year. In connection with the promotion of Mr. Devlin, the Compensation Committee set his annual salary at \$250,000 to be paid on a pro-rated basis for the remainder of the fiscal year and also set his fiscal 2010 annual bonus potential at 50% of his annual base salary. The Compensation Committee also approved a grant to each of Mr. Kesler and Mr. Devlin of 10,000 restricted shares of common stock effective on August 21, 2009. These restricted stock grants were made under the Company's Incentive Plan with the restrictions lapsing ratably over five (5) years. Except with respect to the period over which the restrictions lapse (which is five years in the case of the current grant), the terms governing the restricted stock grant to Messrs. Kesler and Devlin are substantially the same as those set forth in the Restricted Stock Agreement included as Exhibit 10.3(n) to the Quarterly Report on Form 10-Q filed by the Company on August 8, 2008. Mr. Kesler and Mr. Devlin also participate in the Company's Profit Sharing and Retirement Plan, the related Supplemental Executive Retirement Plan and the Company's Salary Continuation Plan.

Item 7.01 Regulation FD Disclosure

On August 20, 2009, the Executive Committee also approved the appointment of Robert S. Stewart as Executive Vice President – Strategy, Corporate Development and Communications effective as of August 21, 2009. Prior to joining the Company, Mr. Stewart served as an executive officer of Centex Corporation with responsibility for strategy, marketing, sales, corporate development and communications.

A copy of the August 24, 2009 press release announcing these appointments is furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated August 24, 2009 issued by Eagle Materials Inc. (announcing promotions and new addition to executive team)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EAGLE MATERIALS INC.

By: /s/ James H. Graass

James H. Graass

Executive Vice President, General Counsel
and Secretary

Date: August 24, 2009

EXHIBIT INDEX

Exhibit Number

Description

99.1

Press Release dated August 24, 2009 issued by Eagle Materials Inc. (announcing promotions and new addition to executive team)



Steven R. Rowley
President & CEO
D. Craig Kesler
Executive Vice President
Robert S. Stewart
Executive Vice President

News For Immediate Release

**EAGLE MATERIALS INC. ANNOUNCES PROMOTIONS AND
 NEW ADDITION TO THE EXECUTIVE TEAM**

Dallas, TX, August 24, 2009: Eagle Materials Inc. (NYSE: EXP) today announced the following senior management team appointments:

- D. Craig Kesler has been promoted to Executive Vice President, Finance and Administration and CFO
- William R. Devlin has been promoted to Senior Vice President, Controller and Chief Accounting Officer
- Robert S. Stewart joins Eagle Materials as Executive Vice President, Strategy, Corporate Development and Communications, reporting to Steve Rowley, President and CEO

Mr. Kesler, who joined Eagle in 2004, has served as Vice President, Investor Relations and Corporate Development since 2005. Prior to joining Eagle Materials, Mr. Kesler served multi-national clients during his tenure in public accounting with Arthur Andersen LLP and Ernst & Young LLP. He is a Certified Public Accountant and a member of the American Institute of Certified Public Accountants (AICPA).

Mr. Devlin joined Eagle Materials in 2004 as Director of Internal Audit, and has served as Vice President, Controller since 2005. Prior to joining Eagle, Mr. Devlin spent 16 years in public accounting with KPMG and PricewaterhouseCoopers. He is a Certified Public Accountant and a member of the AICPA.

Mr. Stewart joins Eagle Materials from Centex Corporation where he served as an executive officer with responsibility for strategy, marketing, sales, corporate development and communications.

“These promotions along with the addition of Bob strengthens Eagle’s senior management team and greatly adds to our capacity to implement our growth strategy while we maintain and extend our low cost producer positions,” said Mr. Rowley. “I am confident we have the best team in place to not only weather the current business cycle but to emerge from it more competitive and with improved operating margins and earnings.”

About Eagle Materials Inc.

Eagle Materials Inc manufactures and distributes Cement, Gypsum Wallboard, Recycled Paperboard and Concrete and Aggregates from 25 facilities across the U.S. The company is headquartered in Dallas, Texas.

For additional information, contact at 214/432-2000.

Steven R. Rowley
President and Chief Executive Officer

D. Craig Kesler
Executive Vice President, Finance and Administration and CFO

Robert S. Stewart
Executive Vice President, Strategy, Corporate Development and Communications

Forward-Looking Statements. This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the context of the statement and generally arise when the Company is discussing its beliefs, estimates or expectations. These statements are not historical facts or guarantees of future performance but instead represent only the Company's belief at the time the statements were made regarding future events which are subject to certain risks, uncertainties and other factors many of which are outside the Company's control. Actual results and outcomes may differ materially from what is expressed or forecast in such forward-looking statements. The principal risks and uncertainties that may affect the Company's actual performance include the following: the cyclical and seasonal nature of the Company's business; public infrastructure expenditures; adverse weather conditions; availability of raw materials; changes in energy costs including, without limitation, natural gas and oil; changes in the cost and availability of transportation; unexpected operational difficulties; inability to timely execute announced capacity expansions; governmental regulation and changes in governmental and public policy (including, without limitation, climate change regulation); changes in economic conditions specific to any one or more of the Company's markets; competition; announced increases in capacity in the gypsum wallboard and cement industries; changes in the demand for residential housing construction or commercial construction; general economic conditions; and interest rates. For example, increases in interest rates, decreases in demand for construction materials or increases in the cost of energy (including, without limitation, natural gas and oil) could affect the revenues and operating earnings of our operations. In addition, changes in national or regional economic conditions and levels of infrastructure and construction spending could also adversely affect the Company's result of operations. These and other factors are described in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2009 and in its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2009. These reports are filed with the Securities and Exchange Commission. All forward-looking statements made herein are made as of the date hereof, and the risk that actual results will differ materially from expectations expressed herein will increase with the passage of time. The Company undertakes no duty to update any forward-looking statement to reflect future events or changes in the Company's expectations.