

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>Graass James H</u> (Last) (First) (Middle) 3811 TURTLE CREEK BLVD. STE #1100 (Street) DALLAS TX 75219 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC [EXP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP & General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2012</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) X 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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2012		M		5,500	A	\$29.0767	84,772	D	
Common Stock	02/22/2012		S		5,500	D	\$31.6836 ⁽¹⁾	79,272	D	
Common Stock	02/23/2012		M		6,147	A	\$29.0767	85,419	D	
Common Stock	02/23/2012		S		6,147	D	\$31.89 ⁽²⁾	79,272	D	
Common Stock	02/23/2012		M		10,000	A	\$13.425	89,272	D	
Common Stock	02/23/2012		S		10,000	D	\$32.3033 ⁽³⁾	79,272	D	
Common Stock								561	I	By 401(k)
Common Stock								543	I	By Reporting Person's IRA
Restricted Common Stock Units								8,359.7826	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Non-qualified Stock Option (Right to Buy)	\$29.0767	02/22/2012		M			5,500	(4)	06/09/2012	Common Stock	5,500	\$0	6,147	D	
Non-qualified Stock Option (Right to Buy)	\$29.0767	02/23/2012		M			6,147	(4)	06/09/2012	Common Stock	6,147	\$0	0	D	
Non-qualified Stock Option (Right to Buy)	\$13.425	02/23/2012		M			10,000	(5)	05/09/2012	Common Stock	10,000	\$0	37,709	D	

Explanation of Responses:

1. This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$31.63 to \$31.73. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

2. This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$31.76 to \$32.00. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
3. This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$32.103 to \$32.45. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
4. Shares vested upon achievement of certain levels of earnings before interest and taxes and operational excellence goals.
5. Shares vested upon achievement of certain levels of operating earnings and return on average net assets.

/s/ James H. Graass

02/24/2012

** 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.