FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
-------------	------------

Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Metcalf Keith W						2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>EAGLE MATERIALS INC</b> [ EXP ]									all app Direc	tor	ng Pers	10% O	
(Last) 5960 BE	(Last) (First) (Middle) 5960 BERKSHIRE LN, STE 900					3. Date of Earliest Transaction (Month/Day/Year) 05/20/2020									below	officer (give title elow) resident (America		below)	· · ·
(Street)	4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi Line)	Individual or Joint/Group Filing (Check Applicable ne)								
DALLA	S TX	7												Form filed by One Reporting Person					
(City)	(St	ate) (Z	Zip)												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/				Execution Date,		´	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4					ies Form cially (D) ( Following (I) (I		nership : Direct · Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) or (D)	Price		Transa	ction(s) 3 and 4)			(111501. 4)
Common Stock 05/20/20					020	20			F		211	D	\$60	.21(1)	38	3,409(2)		D	
Common Stock															4,051			I	By 401(k)
	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)	vative Conversion Date urity or Exercise (Month/Day/Year) Execution Date, if any			4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exer Expiration D (Month/Day/		ate	7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		Der Sed (Ins	vative curity Str. 5) E	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	y	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code	v	(A) (	D)	Date Exerci	sable	Expiration Date	Title	Amour or Number of Shares	er					

## **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. 211 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 536 shares of restricted stock awarded to the reporting person on May 20, 2016 (Form 4 filed on 5/24/2016). 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 211 shares to reflect this tax withholding.

## Remarks:

/s/ Scott M. Wilson as Attorney-in-Fact for Keith W. 05/21/2020 Metcalf

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.