SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
ESSL GERALD J	**EAGLE MATERIALS INC** [EXP]	Director 10% Owner X Officer (give title below) Other (specify below) **Executive Vice President**
(Last) (First) (Middle) **3811 TURTLE CREEK BLVD.** **STE #1100**	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2012	
(Street) **DALLAS** **TX** **75219**	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	12/14/2012		G	V	14,000[1]	D	$0	38,365	D	
Common Stock	12/14/2012		G	V	14,000[1]	A	$0	14,000	I	By trust[2]
Common Stock	12/21/2012		M		5,000[3]	A	$49.77	43,365	D	
Common Stock	12/21/2012		S		5,000[3]	D	$57.5488	38,365	D	
Restricted Common Stock Units								5,560.054	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	Amount or Number of Shares				
Non-qualified Stock Option (Right to Buy)	$49.77	12/21/2012		M			5,000	[4]	05/04/2014	Common Stock	5,000	$0	0	D	

Explanation of Responses:

1. The reported transactions were effected for estate planning purposes.

2. The reported transaction reflects a gift by the reporting person to the Garett G. Essl 1997 Trust, an irrevocable trust for the benefit of the reporting person's son. The reporting person and his wife act as trustees of the trust.

3. The reported transactions were effected for tax planning purposes.

4. Shares vested over a five year period.

/s/ Scott M. Wilson as Attorney-in-Fact for Gerald J. Essl   12/21/2012

** Signature of Reporting Person   Date