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

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

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)
Thompson Tony	EAGLE MATERIALS INC [EXP]	Director ☐ 10% Owner ☐ X Officer (give title below) Other (specify below) ☐

(Last)	(First)	(Middle)
5960 BERKSHIRE LN		
SUITE 800		

(Street)

DALLAS	TX	75225
(City)	(State)	(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

Senior Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	05/19/2023		M		890	A	$106.24	13,933	D	
Common Stock	05/19/2023		M		826	A	$106.24	14,759	D	
Common Stock	05/19/2023		M		3,256	A	$91.58	18,015	D	
Common Stock	05/19/2023		M		3,083	A	$91.58	21,098	D	
Common Stock	05/19/2023		M		764	A	$60.21	21,862	D	
Common Stock	05/19/2023		M		637	A	$60.21	22,499	D	
Common Stock	05/19/2023		S		9,456	D	$168.8388[1]	13,043	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)	$106.24	05/19/2023		M			890	[2]	05/17/2028	Common Stock	890	$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	$106.24	05/19/2023		M			826	[3]	05/17/2028	Common Stock	826	$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	$91.58	05/19/2023		M			3,256	[2]	05/16/2029	Common Stock	3,256	$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	$91.58	05/19/2023		M			3,083	[3]	05/16/2029	Common Stock	3,083	$0.00	0	D	
Non-Qualified Stock Option	$60.21	05/19/2023		M			764	[2]	05/19/2030	Common Stock	764	$0.00	764	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				
(Right to Buy)															
Non-Qualified Stock Option (Right to Buy)	$60.21	05/19/2023		M			637	(3)	05/19/2030	Common Stock	637	$0.00	637	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 $168.64 to $168.93. 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. Once earned, shares vest ratably upon certification of performance and over the next three fiscal year-ends (March 31).

3. Shares vest ratably over the four fiscal year-ends (March 31) following the date of grant.

Remarks:

/s/ Scott M. Wilson as Attorney-in-Fact for Tony Thompson   05/23/2023

** 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.