

**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	
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<b>1. Name and Address of Reporting Person *</b> <u>Graass James H</u>  (Last) (First) (Middle) 3811 TURTLE CREEK BLVD. STE #1100  (Street) DALLAS TX 75219  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>EAGLE MATERIALS INC [ EXP ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP &amp; General Counsel</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/11/2012</u>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> 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	12/11/2012		M		8,643 <sup>(1)</sup>	A	\$11.7639	119,756	D	
Common Stock	12/11/2012		S		5,000 <sup>(1)</sup>	D	\$53.9	114,756	D	
Common Stock	12/11/2012		S		3,643 <sup>(1)</sup>	D	\$53.95	111,113	D	
Common Stock	12/12/2012		M		16,022 <sup>(1)</sup>	A	\$11.7639	127,135	D	
Common Stock	12/12/2012		S		5,000 <sup>(1)</sup>	D	\$54	122,135	D	
Common Stock	12/12/2012		S		5,000 <sup>(1)</sup>	D	\$54.4	117,135	D	
Common Stock	12/12/2012		S		4,665 <sup>(1)</sup>	D	\$54.45	112,470	D	
Common Stock	12/12/2012		S		1,357 <sup>(1)</sup>	D	\$53.95	111,113	D	
Common Stock								610	I	By 401(k)
Common Stock								543	I	By Reporting Person's IRA
Restricted Common Stock Units								4,210.3064	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)	\$11.7639	12/11/2012		M		8,643		(2)	05/08/2013	Common Stock	8,643	\$0	16,022	D	
Non-qualified Stock Option (Right to Buy)	\$11.7639	12/12/2012		M		16,022		(2)	05/08/2013	Common Stock	16,022	\$0	0	D	

**Explanation of Responses:**

- The reported transactions were effected for tax planning purposes.
- Shares vested upon achievement of certain levels of operating earnings and return on average net assets.

/s/ James H. Graass

12/13/2012

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.**