

**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
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1. Name and Address of Reporting Person* <u>Kesler Dale Craig</u>  (Last) (First) (Middle) 5960 BERKSHIRE LN, STE 900  (Street) DALLAS TX 75225  (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 Officer (give title below) Other (specify below)  EVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	05/13/2019		A		2,281	A	\$0.00 <sup>(1)</sup>	60,081	D	
Common Stock								1,926	I	By 401(k)
Common Stock								160	I	By IRA

**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 <sup>(2)</sup>	05/13/2019		A		7,120			<sup>(3)</sup>	05/17/2028	Common Stock	7,120	\$0.00	7,120	D	

**Explanation of Responses:**

- On May 17, 2018, the reporting person was granted 2,542 shares of restricted stock, subject to the achievement by the Company of performance vesting criteria based on the Company's average return on equity measured at the end of fiscal 2019. On May 13, 2019 the performance vesting criteria was determined to have been met such that 2,281 shares of restricted stock became earned and reportable on such date. The remaining shares of restricted stock have been forfeited. The restrictions on the shares will lapse ratably on May 16, 2019 and March 31 of 2020, 2021 and 2022.
- In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the grant date.
- On May 17, 2018, the reporting person was granted an option to purchase up to 7,937 shares of Common Stock, subject to the achievement by the company of performance vesting criteria based on the Company's average return on equity measured at the end of fiscal 2019. On May 13, 2019 the performance vesting criteria was determined to have been met such that 7,120 options became earned and reportable on such date. The remaining options have been forfeited. The earned options become vested and exercisable ratably on May 13, 2019 and March 31 of 2020, 2021 and 2022.

**Remarks:**

/s/ Scott M. Wilson as  
Attorney-in-Fact for Dale      05/15/2019  
Craig Kesler

\*\* 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.

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