

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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1. Name and Address of Reporting Person* CENTEX CORP			2. Issuer Name and Ticker or Trading Symbol EAGLE MATERIALS INC [EXP/EXP.B]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/30/2004					
2728 N. HARWOOD			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)	(City)	(State)						
DALLAS	TX	75201						

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, par value \$.01 per share	01/30/2004		J ⁽¹⁾		9,220,000	D	\$0	0	D	
Class B Common Stock, par value \$.01 per share	01/30/2004		J ⁽¹⁾		9,220,000	A	\$0	0	D	
Common Stock, par value \$.01 per share	01/30/2004		J ⁽¹⁾		2,742,304	D	\$0	0	D	
Class B Common Stock, par value \$.01 per share	01/30/2004		J ⁽¹⁾		9,220,000	D	\$0	0	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					

Explanation of Responses:

1. Pursuant to certain agreements with the Issuer, (i) 9,220,000 shares of Common Stock of the Issuer beneficially owned by the Reporting Person were reclassified and converted into 9,220,000 shares of a new class of Class B Common Stock of the Issuer and (ii) 9,220,000 shares of the newly created Class B Common Stock of the Issuer beneficially owned by the Reporting Person and 2,742,304 shares of the existing class of Common Stock of the Issuer beneficially owned by the Reporting Person were distributed to the shareholders of record of the Reporting Person in a pro rata distribution. Prior to the consummation of the distribution, such transaction was subject to substantial conditions, which were satisfied on the date of the distribution.

Remarks:

* The name of the Issuer was changed from Centex Construction Products, Inc. to Eagle Materials Inc. on January 30, 2004 upon consummation of the reclassification described in footnote 1. The common stock of the Issuer was formerly traded under the stock symbol "CXP", but commenced to trade under the symbols "EXP" and "EXP.B" on February 2, 2004.

/s/ Raymond G. Smerge
Executive Vice President,
Chief Legal Officer and
Secretary 01/30/2004

** 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.