SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

			of Section 30(ii) of the investment company Act of 1940					
1. Name and Address of Reporting Person			2. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC</u> [EXP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
NICOLAIS MICHAEL R		<u>K</u>	[[]	X Director 10% Owner				
(Last) (First) (Middle) 4143 MAPLE AVE. SUITE 350		· · · · ·	3. Date of Earliest Transaction (Month/Day/Year) 04/18/2022	Officer (give title Other (specify below) below)				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable				
(Street) DALLAS	TX	75219		Line) X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)		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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Restricted Common Stock Units ⁽¹⁾	04/18/2022		A		7.998	Α	\$0.00 ⁽¹⁾	3,910.841	D	
Common Stock								37,640	D	
Common Stock								1,550	Ι	By Profit Sharing Plan of Reporting Person's Employer
Common Stock								3,500	I	By Reporting Person's IRA
Common Stock								1,386	Ι	By Wife's 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. Transa Code (8)		5. Number of 6. Date Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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				

Explanation of Responses:

1. The grant reported above represents Restricted Common Stock Units accrued in connection with a cash dividend paid by Issuer on its Common Stock and as a result of certain dividend equivalent rights associated with the reporting person's existing RSUs.

Remarks:

/s/ Scott M. Wilson as

Attorney-in-Fact for Michael 04/20/2022 R. Nicolais

** 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.