

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Graass James H</u> (Last) (First) (Middle) 3811 TURTLE CREEK BLVD. #1100 (Street) DALLAS TX 75219 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/27/2004	3. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC [EXP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & General Counsel</u>	5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Restricted Common Stock Units	2,081	D	
Common Stock	50	I	By 401-K Plan

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (Right to Buy)	(1)	10/26/2010	Common Stock	30,903	21.8024	D	
Non-Qualified Stock Option (Right to Buy)	(1)	05/10/2011	Common Stock	30,903	24.4368	D	
Non-Qualified Stock Option (Right to Buy)	(1)	05/09/2012	Common Stock	30,903	40.275	D	
Non-Qualified Stock Option (Right to Buy)	(1)	05/18/2013	Common Stock	16,555	35.2916	D	
Non-Qualified EBIT Stock Option (Right to Buy)	(2)	06/26/2011	Common Stock	2,303	69.9	D	
Non-Qualified ROE Stock Option (Right to Buy)	(3)	06/26/2011	Common Stock	2,303	69.9	D	

Explanation of Responses:

- Shares will vest over a three year period when the Company first achieves certain specified two-year average operating earnings and return on average net assets goals, with 1/3 of the shares vesting as of March 31 of the fiscal year in which the Company first achieves such financial goals and 1/3 of the shares vesting on each of the first and second anniversaries of such date. As of each vesting date, optionee must still be employed by the Company in order for vesting to occur. Any unvested shares will vest automatically on the date that is nine years and nine months following the date of grant.
- Shares vest based upon the Company's achievement of certain levels of earnings before interest and taxes.
- Shares vest based upon the Company's achievement of certain levels of return on equity.

Remarks:

/s/ James H. Graass 08/02/2004
 ** 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 5 (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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