

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 29, 2004**

Eagle Materials Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-12984

(Commission File Number)

75-2520779

(IRS Employer Identification No.)

**3811 Turtle Creek Blvd., Suite 1100
Dallas, Texas**

(Address of principal executive offices)

75219

(Zip code)

(214) 432-2000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address if changed from last report)

TABLE OF CONTENTS

[Item 5. Other Events and Required FD Disclosure.](#)
[SIGNATURES](#)
[EXHIBIT INDEX](#)
[Press Release](#)

[Table of Contents](#)

Item 5. Other Events and Required FD Disclosure.

Exhibit Number	Description
99.1	Press Release dated July 28, 2004

On July 28, 2004, Eagle Materials Inc., a Delaware corporation (the “Corporation”), announced that its Board of Directors has authorized the repurchase of an additional 1,800,000 shares of common stock raising its current authorization to approximately 2,000,000 shares. A copy of the Corporation’s press release announcing these results is attached as Exhibit 99.1 hereto and is incorporated in this Item 5 in its entirety by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EAGLE MATERIALS INC.

By: /s/ Arthur R. Zunker, Jr.

Name: Arthur R. Zunker, Jr.

Title: Senior Vice President - Finance and Treasurer

Date: July 29, 2004

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated July 28, 2004.

Contact at 214/432-2000

Steven R. Rowley
President & CEO



Arthur R. Zunker, Jr.
Senior Vice President & CFO

News For Immediate Release

**EAGLE MATERIALS INC.
AUTHORIZES THE REPURCHASE OF COMMON STOCK**

(DALLAS – July 28, 2004): Eagle Materials Inc. (NYSE: **EXP and EXP.B**), announced today that its board of Directors has authorized the repurchase of an additional 1,800,000 shares of common stock raising its current repurchase authorization to approximately 2,000,000. Share repurchases may be made from time to time in the open market or in privately negotiated transactions. The timing and amount of any repurchases of share will be determined by the Company's management, based on its evaluation of market and economic conditions and other factors. The repurchase authorization applies to both classes of the Company's common stock.

Eagle Materials Inc. is a Dallas-based company that manufactures and distributes Cement, Gypsum Wallboard, Recycled Paperboard and Concrete and Aggregates.

###

Forward-Looking Statements. This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the context of the statement and generally arise when the Company is discussing its beliefs, estimates or expectations. These statements are not historical facts or guarantees of future performance but instead represent only the Company's beliefs at the time the statements were made regarding future events which are subject to significant risks, uncertainties and other factors many of which are outside the Company's control. Actual results and outcomes may differ materially from what is expressed or forecast in such forward-looking statements. The principal risks and uncertainties that may affect the company's actual performance are described in the Annual Report on Form 10-K for the Company for the fiscal year ended March 31, 2004. This report is filed with the Securities and Exchange Commission and may be obtained free of charge through the website maintained by the SEC at <http://www.sec.gov>. All forward-looking statements made in this press release are made as of the date hereof, and the risk that actual results will differ materially from expectations expressed in this press release will increase with the passage of time. The Company undertakes no duty to update any forward-looking statement to reflect future events or changes in the Company's expectations.