

| OMB APPROVAL | |
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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

| | | | | | | | | |
|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Devlin William R</u> | | | 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, Controller | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2023</u> | | | 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 | | |
| <u>5960 BERKSHIRE LN, STE 900</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>DALLAS TX 75225</u> | | | | | | | | |
| (City) (State) (Zip) | | | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | |

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 | 05/08/2023 | | A | | 1,605 | A | \$0.00 ⁽¹⁾ | 26,427 | D | |
| Common Stock | | | | | | | | 1,947 | I | By 401(k) |

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 | | | | | | Amount or Number of Shares |
| Non-Qualified Stock Option (Right to Buy) | \$126.22 ⁽²⁾ | 05/08/2023 | | A | | 1,391 | | | ⁽³⁾ 05/19/2032 | Common Stock | 1,391 | \$0.00 | 1,391 | D | |

Explanation of Responses:

- On May 19, 2022, the reporting person was granted 1,605 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 2023. On May 8, 2023 the performance vesting criteria was determined to have been met such that 1,605 shares of restricted stock became earned and reportable on such date. The restrictions on the earned shares will lapse ratably on May 17, 2023 and March 31 of 2024, 2025 and 2026.
- 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 19, 2022, the reporting person was granted an option to purchase up to 1,391 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 2023. On May 8, 2023 the performance vesting criteria was determined to have been met such that 1,391 options became earned and reportable on such date. The earned options become vested and exercisable ratably on May 8, 2023 and March 31 of 2024, 2025 and 2026.

Remarks:

/s/ Scott M. Wilson as
Attorney-in Fact for William R. Devlin 05/10/2023

** 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.