

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Kesler Dale Craig</u>  (Last) (First) (Middle) 5960 BERKSHIRE LN, STE 900  (Street) DALLAS TX 75225  (City) (State) (Zip)	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 Officer (give title below) Other (specify below) <b>EVP and CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2019	
	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  <input type="checkbox"/> Form filed by More than One Reporting 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)		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	05/16/2019		F		225	D	\$88.26 <sup>(1)</sup>	59,856 <sup>(2)</sup>	D	
Common Stock	05/16/2019		A		2,730 <sup>(3)</sup>	A	\$0.00	62,586	D	
Common Stock	05/20/2019		F		228	D	\$91.07 <sup>(1)</sup>	62,358 <sup>(4)</sup>	D	
Common Stock								1,926	I	By 401(k)
Common Stock								160	I	By 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. 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						Title
Non-Qualified Stock Option (Right to Buy)	\$91.58	05/16/2019		A		9,135		(5)	05/16/2029	Common Stock	9,135	\$0.00	9,135	D	

**Explanation of Responses:**

- In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the previous trading day.
- 225 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 571 shares of restricted stock awarded to the reporting person on May 17, 2018 (Form 4 filed on 5/15/2019). Because the reporting person's restricted stock holdings have been included in the direct ownership of Common Stock disclosed by the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 225 shares to reflect this tax withholding.
- This restricted stock award will vest as follows: 683 shares on 3/31/20; 683 shares on 3/31/21; 682 shares on 3/31/22; and 682 shares on 3/31/23.
- 228 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 578 shares of restricted stock awarded to the reporting person on May 20, 2016 (Form 4 filed on 5/24/2016). Because the reporting person's restricted stock holdings have been included in the direct ownership of Common Stock disclosed by the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 228 shares to reflect this tax withholding.
- This option award will vest as follows: 2,284 shares on 3/31/20; 2,284 shares on 3/31/21; 2,284 shares on 3/31/22; and 2,283 shares on 3/31/23.

**Remarks:**

/s/ Scott M. Wilson as  
Attorney-in-Fact for Dale      05/20/2019  
Craig Kesler

\*\* 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.

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