

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>STEWART ROBERT S</b>  (Last) (First) (Middle) <b>5960 BERKSHIRE LN, STE 900</b>  (Street) <b>DALLAS TX 75225</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>EAGLE MATERIALS INC [ EXP ]</b>	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) <b>EVP-Strategy &amp; Corp. Develop.</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/16/2019</b>	
		4. If Amendment, Date of Original Filed (Month/Day/Year)

**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		449	D	\$88.26 <sup>(1)</sup>	37,102 <sup>(2)</sup>	D	
Common Stock	05/16/2019		A		4,914 <sup>(3)</sup>	A	\$0.00	42,016	D	
Common Stock	05/20/2019		F		455	D	\$91.07 <sup>(1)</sup>	41,561 <sup>(4)</sup>	D	

**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					

**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.
- 449 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 1,140 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 449 shares to reflect this tax withholding.
- This restricted stock award will vest as follows: 1,229 shares on 3/31/20; 1,229 shares on 3/31/21; 1,228 shares on 3/31/22; and 1,228 shares on 3/31/23.
- 455 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 1,156 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 455 shares to reflect this tax withholding.

**Remarks:**

/s/ Scott M. Wilson as  
Attorney-in-Fact for Robert S. Stewart 05/20/2019  
Stewart

\*\* 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.