

<b>OMB APPROVAL</b>	
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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>  (Last) (First) (Middle) 3811 TURTLE CREEK BLVD. SUITE 1100  (Street) DALLAS TX 75219  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President &amp; Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2007</u>	
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			
Restricted Common Stock Units <sup>(1)</sup>	04/30/2007		A		408	A	\$0	408 <sup>(1)</sup>	D	
Common Stock								1,281	D	
Common Stock								435	I	By 401(k) Plan

**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					
Non-Qualified Stock Option (Right to Buy)	\$62.83	04/30/2007		A		2,012		(2)	05/09/2016	Common Stock	\$0	2,012	D	

**Explanation of Responses:**

1. On May 9, 2006, the reporting person was granted up to 1,223 Restricted Common Stock Units subject to the satisfaction of certain performance conditions. On April 30, 2007, the performance conditions as of March 31, 2007 were determined to have been satisfied such that 408 Restricted Common Stock Units became vested and reportable on such date. The remaining Restricted Common Stock Units have been forfeited. The Restricted Common Stock Unit grant reported above represents these vested Restricted Common Stock Units which are issuable in shares of common stock as follows: one-third of the common stock is issuable immediately; one-third becomes issuable on March 31, 2008; and the remaining one-third becomes issuable on March 31, 2009.

2. On May 9, 2006 the reporting person was granted an option to purchase 2,426 shares of Common Stock. On April 30, 2007, the performance conditions as of March 31, 2007 were determined to have been satisfied such that stock options vested as to 2,012 shares exercisable as follows: one-third exercisable immediately, one-third exercisable on March 31, 2008; and one-third exercisable on March 31, 2009. The remaining options to purchase shares remain unvested until performance conditions are met.

/s/ James H. Graass as  
Attorney-in-Fact for William R. Devlin      05/02/2007

\*\* 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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