

**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>HIRSCH LAURENCE E</u>  (Last) (First) (Middle) 3811 TURTLE CREEK BLVD. #250  (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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2014	
	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  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	02/27/2014		M		17,584	A	\$40.775	21,915	D	
Common Stock	02/27/2014		F		8,215 <sup>(1)</sup>	D	\$87.27 <sup>(2)</sup>	13,700 <sup>(3)</sup>	D	
Restricted Common Stock Units								11,118.2477	D	
Common Stock								5,173	I	By 2006 Hirsch Family Partnership No. 1, Ltd. <sup>(4)</sup>
Common Stock								5,173	I	By 2006 Hirsch Family Partnership No. 2, Ltd. <sup>(4)</sup>
Common Stock								1,213,121	I	By Highlander Partners, L.P.

**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)	\$40.775	02/27/2014		M			17,584	<sup>(5)</sup>	08/06/2014	Common Stock	17,584	\$0	0	D	

**Explanation of Responses:**

- 8,215 shares were withheld by Mr. Hirsch to pay for the exercise price in connection with the exercise of the Non Qualified Stock Option shown in Table II. As a result of this transaction, Mr. Hirsch acquired an additional 9,369 shares of Common Stock.
- In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the exercise date.
- Excludes an aggregate of 10,346 shares previously owned directly by the reporting person which were contributed to the family limited partnerships referred to in footnote (2) above on January 31, 2007.
- Represents previously made separate gifts of limited partnership interests in 2006 Hirsch Family Partnership No. 1, Ltd. and 2006 Hirsch Family Partnership No. 2, Ltd. to two family trusts, the beneficiaries of which are children of the reporting person. The reporting person disclaims beneficial ownership of the Common Stock held by these family partnerships except to the extent of his pecuniary interest therein.
- Shares vested immediately on the date the grant was awarded.

/s/ Scott M. Wilson as

02/28/2014

[Attorney-in-Fact for Laurence  
E. Hirsch](#)

\*\* 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.**