

ESSL GERALD J
Form 4
February 07, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESSL GERALD J

2. Issuer Name and Ticker or Trading Symbol
EAGLE MATERIALS INC [EXP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

3811 TURTLE CREEK
BLVD., STE #1100

4. If Amendment, Date Original Filed(Month/Day/Year)

Executive Vice President

(Street)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75219

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/03/2011 | | M | V Amount (A) or (D) Price | \$ 37,991 | D | |
| Common Stock | 02/03/2011 | | S | V Amount (A) or (D) Price | \$ 29,546 | D | |
| Common Stock | 02/03/2011 | | M | V Amount (A) or (D) Price | \$ 35,599 | D | |
| Common Stock | 02/03/2011 | | S | V Amount (A) or (D) Price | \$ 29,546 | D | |
| | 02/04/2011 | | M | V Amount (A) or (D) Price | \$ 31,938 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------------|----------|---|
| Common Stock | | | | | | \$ 23.42 | |
| Common Stock | 02/04/2011 | S | 2,392 | D | \$ 29.25 | 29,546 | D |
| Common Stock | 02/04/2011 | M | 3,441 | A | \$ 23.3 | 32,987 | D |
| Common Stock | 02/04/2011 | S | 3,441 | D | \$ 29 | 29,546 | D |
| Common Stock | 02/04/2011 | M | 3,441 | A | \$ 23.3 | 32,987 | D |
| Common Stock | 02/04/2011 | S | 3,441 | D | \$ 29.14 (3) | 29,546 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Stock Option (Right to Buy) | \$ 23.42 | 02/03/2011 | | M | 8,445 | (4) 06/26/2011 | Common Stock | 8,445 |
| Non-qualified Stock Option (Right to Buy) | \$ 23.42 | 02/03/2011 | | M | 6,053 | (5) 06/26/2011 | Common Stock | 6,053 |
| Non-qualified Stock Option (Right to Buy) | \$ 23.42 | 02/04/2011 | | M | 2,392 | (5) 06/26/2011 | Common Stock | 2,392 |
| Non-qualified Stock Option | \$ 23.3 | 02/04/2011 | | M | 3,441 | (4) 08/04/2011 | Common Stock | 3,441 |

(Right to Buy)

Non-qualified
Stock Option
(Right to Buy)

\$ 23.3

02/04/2011

M

3,441

(5)

08/04/2011

Common
Stock

3,441

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ESSL GERALD J 3811 TURTLE CREEK BLVD. STE #1100 DALLAS, TX 75219 | | | Executive Vice President | |

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Gerald
J. Essl

02/07/2011

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$28.46 to \$28.78. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(2) This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$28.46 to \$29.33. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(3) This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$29.00 to \$29.29. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(4) Shares vested upon achievement of certain levels of earnings before interest and taxes.

(5) Shares vested upon achievement of certain levels of return on equity.

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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