#### **EAGLE MATERIALS INC**

Form 4 May 17, 2017

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

5 Relationship of Reporting Person(s) to

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

1 Name and Address of Reporting Person \*

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

ESSL GERALD J	2. Issuer Name <b>and</b> Ticker or Trading Symbol EAGLE MATERIALS INC [EXP]	Issuer  (Check all applicable)				
(Last) (First) (Middle)  3811 TURTLE CREEK BLVD., STE #1100	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2017	Director 10% Owner Officer (give title Other (specify below) Executive Vice President				
(Street) DALLAS, TX 75219	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned				
(Instr. 3) any	ion Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)  (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)  Reported Transaction(s) (Instr. 3 and 4)				
Common 05/15/2017 Stock	F 655 D 98.54	36,696 (2) D				
Common Stock		7,000 I By trust				

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if TransactionNumber Expiration I		Expiration Da	ate	Amou	int of	Derivative	J	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	ay/Year) (Instr. 8) Derivative			Secur	ities	(Instr. 5)	]	
	Derivative				Securities			(Instr.	3 and 4)		(
	Security			Acquired							J
	-				(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				C-1- 1	7 (A) (D)						
				Code V	(A) (D)				Shares		

## **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

05/17/2017

\*\*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) 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.
- 655 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 1,563 shares of restricted stock awarded to the reporting person on May 20, 2016 (Form 4 filed on 5/12/2017). Because the reporting person's restricted holdings have been included in the direct ownership Common Stock disclosed by the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 655 shares to reflect this tax withholding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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