Powers David B Form 4 November 06, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549

3235-0287 January 31,

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per 0.5

Form 5 obligations may continue.

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

response...

Number:

Expires:

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Powers David B			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) 3811 TURTLE CREEK BLVD.,			3. Date of Earliest Transaction (Month/Day/Year) 11/02/2012					Director 10% Owner X Officer (give title Other (specify below) below)				
#1100 (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					Executive Vice President 6. Individual or Joint/Group Filing(Check Applicable Line)				
DALLAS, TX 75219								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Acc	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	any		eemed tion Date, if h/Day/Year)	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Restricted Common Stock Units	11/02/2012			A	7.724	A	\$ 0 (1)	4,041.9907	D			
Common Stock								33,707	D			
Common Stock								1,388	I	By 401(k)		

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)

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

1. Title o	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ion Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	Title	Number		
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Powers David B

3811 TURTLE CREEK BLVD., #1100 Executive Vice President DALLAS, TX 75219

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for David B. Powers

11/06/2012

**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) The grant reported above represents Restricted Common Stock Units ("RSUs") accrued in connection with a cash dividend paid by Issuer on its Common Stock and as a result of certain dividend equivalent rights associated with the reporting person's existing RSUs.

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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