EAGLE MATERIALS INC

Form 4

August 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **ROWLEY STEVE**

2. Issuer Name and Ticker or Trading Symbol

EAGLE MATERIALS INC [EXP]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Check all applicable)

3811 TURTLE CREEK BLVD.,

(First)

#1100

3. Date of Earliest Transaction

(Month/Day/Year) 08/12/2013

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check

(Street)

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

Applicable Line) _X_ 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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

Following Reported

Transaction(s)

(Instr. 4)

(Instr. 3 and 4)

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

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour **Underlying Securit** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (Right to Buy)	\$ 67.21 (1)	08/12/2013		A		86,411		(2)	06/19/2022	Common Stock	86,4

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROWLEY STEVE							
3811 TURTLE CREEK BLVD., #1100	X		President & CEO				
DALLAS TX 75219							

Signatures

/s/ James H. Graass as Attorney-in-Fact for Steven R.

Rowley

**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 grant date.
- (2) This option award will vest as follows: 28,804 shares on 08/12/2014; 28,804 shares on 08/12/2015; and 28,803 shares on 08/12/2016.

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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