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EAGLE MATERIALS INC

Form 4 May 07, 2015

FORM 4

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

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Stock

(Print or Type Responses)

Devlin William R

1. Name and Address of Reporting Person *

			EAGLE MATERIALS INC [EXP]					(Check all applicable)			
(Last) 3811 TURT	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2015					Director 10% Owner SVP, Controller					
DALLAS, T	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	e I - Non-D	erivative S	Securi	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)		ispose	d of	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)	
Common Stock	05/05/2015			A	4,293 (1)	A	\$ 0	42,898	D		
Common Stock	05/07/2015			F	234	D	\$ 84.3 (2)	42,664 (3)	D		
Common Stock								1,731	I	By 401(k)	
Common Stock								1,200	I	By IRA	

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

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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. Transac Code (Instr. 8	etion (((Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
St	on-Qualified ock Option ight to Buy)	\$ 87.37	05/05/2015		A		3,904		<u>(4)</u>	06/03/2024	Common Stock	3,90

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Devlin William R

3811 TURTLE CREEK BLVD, STE 1100 SVP, Controller

DALLAS, TX 75219

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for William R.
Devlin

05/07/2015

**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).
 - On June 3, 2014, the reporting person was granted 4,293 shares of restricted stock, subject to the achievement by the Company of performance vesting criteria based on the Company's average return on equity measured at the end of fiscal 2015. On May 5, 2015, the
- (1) performance vesting criteria was determined to have been met such that all of the 4,293 shares of restricted stock have been earned. In accordance with the Restricted Stock Agreement, the restriction on one-fifth of the earned shares (859 shares) lapsed on May 7, 2015. The restrictions on the remaining shares will lapse ratably on March 31 of 2016, 2017, 2018 and 2019.
- (2) In accordance with the issuer's Amended and Restate Incentive Plan, this price represents the closing price per share of Common Stock on the previous trading day.

(3)

Reporting Owners 2

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234 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of the restriction on 859 shares of restricted stock awarded to the reporting person on June 3, 2014 (as reported in footnote 1).

On June 3, 2014, the reporting person was granted an option to purchase up to 3,904 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2015. On May 5, 2015, the performance vesting

(4) criteria were determined to have been satisfied such that all of such options became earned and reportable on such date. The earned options become vested and exercisable as follows: one-third are exercisable immediately; one-third become exercisable on March 31, 2016; and the remaining one-third become exercisable on March 31, 2017.

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.