EAGLE MATERIALS INC

Form 4 June 03, 2016

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

Check this box if no longer subject to Section 16.

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

2. Issuer Name and Ticker or Trading

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Form 4 or

NICOLAIS MICHAEL R Issuer Symbol EAGLE MATERIALS INC [EXP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title 3811 TURTLE CREEK BLVD., 06/01/2016 below) **SUITE 250** 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75219 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Ownership Security (Month/Day/Year) Execution Date, if Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) (D) Code Amount Price Common 06/01/2016 D M 1,964 14,397 37.95 Stock Common 06/01/2016 8,149 22,546 D M Stock Common 3,774 F 79.59 06/01/2016 D 18,772 D (1) Stock (2) Restricted Common 3,813.6858 D Stock Units 1,550 I

OMB APPROVAL

3235-0287

January 31,

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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Common Stock								By Profis Sharing Plan of Reportin Person's Employe	ng
Common Stock						3,500	I	By Reportin Person's IRA	
Common Stock						1,386	I	By Wife IRA	e's
Common Stock						555	I	By wife custodia for daughter	n
Common Stock						555	I	By wife custodia for son (.n
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)	Execution Date, if any	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
Non				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Qualified Stock Optin (Right to Buy)	\$ 27.72	06/01/2016		M	8,149	(4)	08/06/2016	Common Stock	8,149

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Non Qualified

Stock Optin \$ 37.95 06/01/2016 M 1,964 (4) 07/27/2016 Common Stock 1,964

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NICOLAIS MICHAEL R 3811 TURTLE CREEK BLVD., SUITE 250 X DALLAS, TX 75219

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Michael R. Nicolais 06/03/2016

**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) 3,774 shares were withheld by Mr. Nicolais to pay for the exercise prices in connection with the exercise of the Non Qualified Stock Options shown in Table II. As a result of these transactions, Mr. Nicolais acquired an additional 6,339 shares of Common Stock.
- (2) In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the exercise date.
- These shares are held by wife as custodian for the reporting person's children. The reporting person disclaims beneficial ownership of (3) these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 of the Exchange Act or for any other purpose.
- (4) Shares vested immediately on the date the grant was awarded.

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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