

EAGLE MATERIALS INC
Form 4
September 27, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROWLEY STEVE

(Last) (First) (Middle)

**3811 TURTLE CREEK BLVD.,
#1100**

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EAGLE MATERIALS INC [EXP]

3. Date of Earliest Transaction
(Month/Day/Year)

09/26/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	09/26/2013		M	138,204	A \$ 26.695 300,351	D	
Common Stock	09/26/2013		S	138,204	D \$ 72.0539 162,147 (1)	D	
Common Stock	09/27/2013		M	58,796	A \$ 26.695 220,943	D	
Common Stock	09/27/2013		S	58,796	D \$ 72.1998 162,147 (2)	D	
					2,297	I	

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Common Stock				By 401(k)
Common Stock	1,929	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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	8. Amount Owned
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 26.695	09/26/2013		M	138,204	<u>(3)</u>	08/21/2015	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 26.695	09/27/2013		M	58,796	<u>(3)</u>	08/21/2015	Common Stock

Reporting Owners

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

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Steven R.
Rowley

09/27/2013

**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).

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- This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions
- (1) reported on this line range from \$72.00 to \$72.30. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

- This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions
- (2) reported on this line range from \$71.445 to \$72.98. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

- (3) Shares vested upon achievement of certain earnings and safety goals.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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