

Devlin William R
Form 4
August 25, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Devlin William R

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, STE 1100

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2009

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP, Controller

(Street)
DALLAS, TX 75219

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/21/2009 | | F | | 653 ⁽¹⁾ | D | \$ 27.71 ₍₂₎ |
| Common Stock ⁽³⁾ | 08/21/2009 | | A | | 10,000 | A | \$ 0 |
| Common Stock | | | | | | I | 935 By 401(k) |
| Common Stock | | | | | | I | 1,200 By IRA |

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

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(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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Devlin William R 3811 TURTLE CREEK BLVD, STE 1100 DALLAS, TX 75219 | | | SVP, Controller | |

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for William R. Devlin
 **Signature of Reporting Person
 Date 08/25/2009

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) 653 shares were withheld by the issuer to satisfy income tax withholding requirements related to the reporting person's receipt of 2,518 shares of Common Stock (which includes shares for previously reported Dividend Equivalent Units which were rounded up to whole shares upon payout) upon the payout of Restricted Common Stock Units awarded to the reporting person on August 21, 2008 (Form 4 filed on 4/30/2009).
 - (2) In accordance with the issuer's Incentive Plan, this price represents the mean between the highest and lowest price per share of Common Stock on the transaction date.
 - (3) This restricted stock award will vest as follows: 2,000 shares on 8/21/2010; 2,000 shares on 8/21/2011; 2,000 shares on 8/21/2012; 2,000 shares on 8/21/2013; and 2,000 shares on 8/21/2014.

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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