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EAGLE MATERIALS INC

Form 4

February 12, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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

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

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

Powers David B			Symbol EAGLE MATERIALS INC [EXP]						Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			-	(Check all applicable) Director 10% Owner					
3811 TURTLE CREEK BLVD., #1100			02/10/2014					_	_X_ Officer (give title Other (specify below) Executive Vice President			
(Street)			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			
DALLAS,	TX 75219							j	Form filed by Mi Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tab	ole I - Non	ı-E	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	V	Amount	or (D)	Price	(Instr. 3 and 4)	(111311. 1)		
Common Stock	02/10/2014			M		9,523	A	\$ 27.53	53,079	D		
Common Stock	02/10/2014			S		9,523	D	\$ 80.6815 (1)	43,556	D		
Common Stock									1,477	I	By 401(k)	

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

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displays a currently valid OMB control

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. Transactic Code (Instr. 8)	5. Number out 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-qualified Stock Option (Option to Buy)	\$ 27.53	02/10/2014		M	9,523	(2)	06/27/2021	Common Stock	9,523

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Powers David B

3811 TURTLE CREEK BLVD., #1100 DALLAS, TX 75219

Executive Vice President

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for David B. Powers

02/12/2014

**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).
- 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 \$80.60 to \$80.76. 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.
- (2) Shares vested ratably on anniversaries of date of grant.

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.

Reporting Owners 2