

EAGLE MATERIALS INC
 Form 4
 May 07, 2015

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 *
ESSL GERALD J

(Last) (First) (Middle)
 3811 TURTLE CREEK BLVD., STE #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)
05/05/2015

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)
Executive Vice President

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	05/05/2015		A		7,297 (1)	A	\$ 0 41,314 D
Common Stock	05/07/2015		F		612	D	\$ 40,702 (3) D
Common Stock							7,000 I By Trust

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)
Non-Qualified Stock Option (Right to Buy)	\$ 87.37	05/05/2015		A	6,637	<u>(4)</u> 06/03/2024	Common Stock 6,637

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESSL GERALD J 3811 TURTLE CREEK BLVD. STE #1100 DALLAS, TX 75219			Executive Vice President	

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Gerald J. Essl
 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).
- (1) On June 3, 2014, the reporting person was granted 7,297 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 performance vesting criteria was determined to have been met such that all of the 7,297 shares of restricted stock have been earned. In accordance with the Restricted Stock Agreement, the restriction on one-fifth of the earned shares (1,460 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) 612 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of the restriction on 1,460 shares of restricted stock awarded to the reporting person on June 3, 2014 (as reported in footnote 1).

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- On June 3, 2014, the reporting person was granted an option to purchase up to 6,637 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.