

Edgar Filing: EAGLE MATERIALS INC - Form 4

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified EBIT Stock Option (Right to Buy) | \$ 70.26 | 05/04/2005 | | A | 7,094 | <u>(2)</u> 06/26/2011 | Common Stock | 7,094 |
| Non-Qualified ROE Stock Option (Right to Buy) | \$ 70.26 | 05/04/2005 | | A | 8,445 | <u>(2)</u> 06/26/2011 | Common Stock | 8,445 |
| Non-Qualified EBIT Stock Option (Right to Buy) | \$ 69.9 | 05/04/2005 | | A | 2,890 | <u>(3)</u> 08/04/2011 | Common Stock | 2,890 |
| Non-Qualified ROE Stock Option (Right to Buy) | \$ 69.9 | 05/04/2005 | | A | 3,441 | <u>(3)</u> 08/04/2011 | Common Stock | 3,441 |

Reporting Owners

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

Signatures

James H. Grass, as Attorney-in-Fact for Steven R. Rowley 05/06/2005

__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).

On June 26, 2004, the reporting person was granted up to 7,630 Restricted Common Stock Units subject to the satisfaction of certain performance conditions. On May 4, 2005, the performance conditions were determined to have been satisfied such that 5,723 Restricted

(1) Stock Units became vested and reportable on such date. The remaining Restricted Stock Units have been forfeited. The Common Stock grant reported above represents these vested Restricted Common Stock Units which are issuable in shares of Common Stock on March 31, 2009.

On June 26, 2004, the reporting person was granted an option to purchase 16,890 shares of Common Stock. The Stock Option may vest in as many as three installments subject to the satisfaction of performance conditions determined as of March 31, 2005, 2006 and 2007. On

(2) May 4, 2005, the performance conditions as of March 31, 2005 were determined to have been satisfied such that Stock Options became vested as to 15,539 shares. The Stock Option may vest as to additional shares subject to satisfaction of performance conditions during the next two years.

On August 4, 2004, the reporting person was granted an option to purchase 6,882 shares of Common Stock. The Stock Option may vest in as many as three installments subject to the satisfaction of performance conditions determined as of March 31, 2005, 2006 and 2007.

(3) On May 4, 2005, the performance conditions as of March 31, 2005 were determined to have been satisfied such that Stock Options became vested as to 6,331 shares. The Stock Option may vest as to additional shares subject to satisfaction of performance conditions during the next two years.

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.