

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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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 *
 Graass James H

(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)
 EVP & General Counsel

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		4,293 ⁽¹⁾	A	\$ 0 62,218 D
Common Stock	05/07/2015		F		360	D	\$ 84.3 61,858 ⁽³⁾ D
Common Stock							840 I By 401(k)
Common Stock							543 I By Reporting Person's IRA

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- (3) 360 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of the restriction on 859 shares of restricted stock awarded to the reporting person on June 3, 2014 (as reported in footnote 1).

On June 3, 2014, the reporting person was granted an option to purchase up to 11,711 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

- (4) performance vesting 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.

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