

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
SEC Accession No. [0001181431-13-002698](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

NICOLAIS MICHAEL R

CIK: **1140596**

Type: **4** | Act: **34** | File No.: **001-12984** | Film No.: **13521266**

Mailing Address

*OLIVAN INVESTMENT LP
8117 PRESTON ROAD SUITE
250W
DALLAS TX 75225*

ISSUER

EAGLE MATERIALS INC

CIK: **918646** | IRS No.: **752520779** | State of Incorpor.: **DE** | Fiscal Year End: **0331**
SIC: **3241** Cement, hydraulic

Mailing Address

*3811 TURTLE CREEK BLVD
SUITE 1100
DALLAS TX 75219*

Business Address

*3811 TURTLE CREEK BLVD
SUITE 1100
DALLAS TX 75219
214-432-2000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

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

1. Name and Address of Reporting Person NICOLAIS MICHAEL R (Last) (First) (Middle) 3811 TURTLE CREEK BLVD., SUITE 250 (Street) DALLAS, TX 75219 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol EAGLE MATERIALS INC [EXP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2013	
	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/07/2013		<u>M</u>		5,652	A	\$40.775	15,153	D	
Common Stock	01/07/2013		<u>S</u>		5,652	D	\$63.4826 ⁽¹⁾	9,501	D	
Common Stock								1,550	I	By Profit Sharing Plan of Reporting Person's Employer
Common Stock								3,500	I	By Reporting Person's IRA
Common Stock								1,386	I	By wife's IRA
Common Stock								555	I	By wife as custodian for daughter ⁽²⁾
Common Stock								555	I	By wife as custodian for son ⁽²⁾
Restricted Common Stock Units								3,741.8603	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-qualified Stock Option (Right to Buy)	\$40.775	01/07/2013		M			5,652	(3)	08/06/2014	Common Stock	5,652	\$ 0	0	D	

Explanation of Responses:

1. This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$63.47 to \$63.4901. 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. These shares are held by wife as custodian for the reporting person's children. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 of the Exchange Act or for any other purpose.
3. Shares vested immediately on the date the grant was awarded.

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Michael R. Nicolais

** Signature of Reporting Person

01/09/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.