

QUINN DAVID W

Form 4

November 29, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
QUINN DAVID W

(Last) (First) (Middle)

10627 BRIDGE HOLLOW CT.

(Street)

DALLAS, TX 75229

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EAGLE MATERIALS INC [EXP]

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2012

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/27/2012		M	(A) or (D) Amount (1) 20,000	\$ 24.785 48,078 (2)	D	
Common Stock	11/27/2012		S	(1) 20,000	\$ 55.5 28,078	D	
Common Stock	11/28/2012		M	(1) 3,247	\$ 24.785 31,325	D	
Common Stock	11/28/2012		S	(1) 3,247	\$ 54 28,078	D	
Common Stock	11/28/2012		M	(1) 12,811	\$ 40.775 40,889	D	
	11/28/2012		S		\$ 54 28,078	D	

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Common Stock			12,811 (1)				
Common Stock	11/28/2012	M	4,420 (1)	A	\$ 37.95	32,498	D
Common Stock	11/28/2012	S	4,420 (1)	D	\$ 54	28,078	D
Common Stock	11/28/2012	M	5,000 (1)	A	\$ 27.72	33,078	D
Common Stock	11/28/2012	S	5,000 (1)	D	\$ 54.15	28,078	D
Common Stock	11/28/2012	M	10,000 (1)	A	\$ 27.72	38,078	D
Common Stock	11/28/2012	S	10,000 (1)	D	\$ 54.2	28,078	D
Common Stock	11/28/2012	M	5,535 (1)	A	\$ 27.72	33,613	D
Common Stock	11/28/2012	S	5,535 (1)	D	\$ 54.2005	28,078	D
Common Stock	11/28/2012	M	5,000 (1)	A	\$ 24.955	33,078	D
Common Stock	11/28/2012	S	5,000 (1)	D	\$ 54.202	28,078	D
Common Stock	11/28/2012	M	1,971 (1)	A	\$ 24.955	30,049	D
Common Stock	11/28/2012	S	1,971 (1)	D	\$ 54.2009	28,078	D
Common Stock	11/28/2012	M	3,158 (1)	A	\$ 24.955	31,236	D
Common Stock	11/28/2012	S	3,158 (1)	D	\$ 54.15	28,078	D

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

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(9-02)

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Non-qualified Stock Option (Right to Buy)	\$ 24.785	11/27/2012	M	20,000	<u>(3)</u>	08/06/2015	Common Stock	20,000
Non-qualified Stock Option (Right to Buy	\$ 24.785	11/28/2012	M	3,247	<u>(3)</u>	08/06/2015	Common Stock	3,247
Non-qualified Stock Option (Right to Buy	\$ 40.775	11/28/2012	M	12,811	<u>(3)</u>	08/06/2014	Common Stock	12,811
Non-qualified Stock Option (Right to Buy	\$ 37.95	11/28/2012	M	4,420	<u>(3)</u>	07/27/2016	Common Stock	4,420
Non-qualified Stock Option (Right to Buy	\$ 27.72	11/28/2012	M	20,535	<u>(3)</u>	08/06/2016	Common Stock	20,535
Non-qualified Stock Option (Right to Buy	\$ 24.955	11/28/2012	M	10,129	<u>(3)</u>	08/04/2017	Common Stock	10,129

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUINN DAVID W 10627 BRIDGE HOLLOW CT. DALLAS, TX 75229		X		

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for David W. Quinn 11/29/2012

__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) The reported transactions were effected for tax planning purposes.
- (2) Reflects the receipt of 6,339 shares of Common Stock (which include shares for previously reported Dividend Equivalent Units which were rounded up to whole shares) received by the reporting person on August 7, 2012. Pursuant to the terms of the reporting person's

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Restricted Stock Unit Agreements, the Restricted Stock Units (which were awarded to the reporting person on July 27, 2004; August 4, 2005; and July 27, 2006) became payable upon the reporting person's reaching the retirement age under the issuer's retirement policy in effect on the award date.

(3) Shares vested immediately on the date the grant was awarded.

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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