

Devlin William R  
 Form 4  
 November 30, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Devlin William R

(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)  
 11/28/2012

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)  
 SVP, Controller

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	11/28/2012		M	(A) or (D) Amount 14,000 (1)	\$ 26.695	51,063 (2)	D
Common Stock	11/28/2012		S	(A) or (D) Amount 14,000 (1)	\$ 54.25	37,063	D
Common Stock						1,368	I By 401(k)
Common Stock						1,200	I By IRA
Restricted Common Stock Units						1,942.5221	D

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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 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 26.695	11/28/2012		M	14,000	<sup>(3)</sup> 08/21/2015	Common Stock	14,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Devlin William R 3811 TURTLE CREEK BLVD, STE 1100 DALLAS, TX 75219			SVP, Controller	

## Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for William R. Devlin  
 \*\*Signature of Reporting Person  
 11/30/2012  
 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.  
 Reflects the inclusion of restricted shares inadvertently omitted from the reporting person's Form 4 filed on May 7, 2012 ("Original Form 4"). The number of securities reported on the Original Form 4 inadvertently reflected only the increase in shares held as a result of the
- (2) lapsing of the restrictions on the first one-fifth of the earned restricted stock. In order to be consistent with the reporting of other earned restricted share awards, the reporting person is including the entire earned restricted stock amount in the holdings, subject to the schedule for the lapsing of restrictions on the remaining shares as stated in footnote (1) of the Original Form 4.
- (3) Shares vested upon achievement of certain earnings and safety goals.

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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