

NICOLAIS MICHAEL R
Form 4
January 30, 2006

FORM 4

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

OMB APPROVAL

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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 *
NICOLAIS MICHAEL R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3811 TURTLE CREEK BLVD.,
SUITE 250

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
DALLAS, TX 75219

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | | |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Restricted Common Stock Units (1) | 01/26/2006 | | A | 1 | A | \$ 0 (1) | 483 | D | |
| Common Stock | 12/06/2006 | | G | 84 | D | \$ 0 | 2,796 | D | |
| Common Stock | | | | | | | 400 | I | By wife's IRA |
| Restricted Common | 01/26/2006 | | A | 1 | A | \$ 0 (2) | 323 | D | |

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 grant reported above represents Restricted Common Stock Units accrued in connection with a dividend declared by Eagle Materials on its Common Stock and as a result of certain dividend equivalent rights associated with the reporting person's existing Restricted Common Stock Units.

(2) The grant reported above represents Restricted Common Stock Units (Class B) accrued in connection with a dividend declared by Eagle Materials on its Class B Common Stock and as a result of certain dividend equivalent rights associated with the reporting person's existing Restricted Common Stock Units (Class B).

(3) 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 or for any other purpose.

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.