

NICOLAIS MICHAEL R
 Form 4
 August 04, 2017

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]

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)
 08/03/2017

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

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 Ownership (Instr. 4)
Common Stock	08/03/2017		A	(A) V Amount 1,505 (1)	\$ 0 21,600	D	
Restricted Comon Stock Units					3,834.0633	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⁾

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

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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)	\$ 93.03 ⁽³⁾	08/03/2017		A	4,537	08/03/2017 08/03/2027	Common Stock	4,537

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICOLAIS MICHAEL R 3811 TURTLE CREEK BLVD., SUITE 250 DALLAS, TX 75219		X		

Signatures

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

08/04/2017

__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) On August 3, 2017, the reporting person was granted 1,505 shares of restricted stock. The restrictions will lapse six months from the date of the grant.

These shares are held by wife as custodian for the reporting person's children. The reporting person disclaims beneficial ownership of
- (2) 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) In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the grant date.

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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