

STEWART ROBERT S
Form 4
November 29, 2012

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 *
STEWART ROBERT S

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 1100
(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Strategy & Corp. Develop.

DALLAS, TX 75219
(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/27/2012 | | M | | 18,000 (1) | A | \$ 27.71 72,086 (5) D |
| Common Stock | 11/27/2012 | | M | | 5,884 (1) | A | \$ 30.735 77,970 D |
| Common Stock | 11/27/2012 | | M | | 8,551 (1) | A | \$ 27.53 86,521 D |
| Common Stock | 11/27/2012 | | S | | 32,435 (1) | D | \$ 55.1224 54,086 (2) D |
| Restricted Common | | | | | | | 3,886.0512 D |

Stock
Units

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) | \$ 27.71 | 11/27/2012 | | M | 18,000 | ⁽³⁾ 08/21/2016 | Common Stock | 18,000 |
| Non-qualified Stock Option (Right to Buy) | \$ 30.735 | 11/27/2012 | | M | 5,884 | ⁽⁴⁾ 05/18/2020 | Common Stock | 5,884 |
| Non-qualified Stock Option (Right to Buy) | \$ 27.53 | 11/27/2012 | | M | 8,551 | ⁽³⁾ 06/27/2021 | Common Stock | 8,551 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEWART ROBERT S 3811 TURTLE CREEK BLVD. SUITE 1100 DALLAS, TX 75219 | | | EVP-Strategy & Corp. Develop. | |

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Robert S. Stewart

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 estate and tax planning purposes.

This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions

(2) reported on this line range from \$54.51 to \$55.4501. 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.

(3) Shares vested ratably on anniversaries of grant date.

(4) Shares vested upon achievement of certain operational and financial goals.

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

(5) 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.

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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