

Graass James H
 Form 4
 December 13, 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 *
 Graass James H

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., STE #1100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/11/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/11/2012 | | M | | 8,643 (1) \$ 11.7639 | D | |
| Common Stock | 12/11/2012 | | S | | 5,000 (1) \$ 53.9 | D | |
| Common Stock | 12/11/2012 | | S | | 3,643 (1) \$ 53.95 | D | |
| Common Stock | 12/12/2012 | | M | | 16,022 (1) \$ 11.7639 | D | |
| Common Stock | 12/12/2012 | | S | | 5,000 (1) \$ 54 | D | |

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| | | | | | | | | |
|-------------------------------|------------|---|---------------------|---|----------|------------|---|---------------------------|
| Common Stock | 12/12/2012 | S | <u>5,000</u> (1) | D | \$ 54.4 | 117,135 | D | |
| Common Stock | 12/12/2012 | S | <u>4,665</u> (1) | D | \$ 54.45 | 112,470 | D | |
| Common Stock | 12/12/2012 | S | <u>1,357</u> (1) | D | \$ 53.95 | 111,113 | D | |
| Common Stock | | | | | | 610 | I | By 401(k) |
| Common Stock | | | | | | 543 | I | By Reporting Person's IRA |
| Restricted Common Stock Units | | | | | | 4,210.3064 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-qualified Stock Option (Right to Buy) | \$ 11.7639 | 12/11/2012 | | M | 8,643 | <u>(2)</u> | 05/08/2013 | Common Stock | 8,643 |
| Non-qualified Stock Option (Right to Buy) | \$ 11.7639 | 12/12/2012 | | M | 16,022 | <u>(2)</u> | 05/08/2013 | Common Stock | 16,022 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Graass James H 3811 TURTLE CREEK BLVD. STE #1100 DALLAS, TX 75219 | | | EVP & General Counsel | |

Signatures

/s/ James H.
Graass

12/13/2012

**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) Shares vested upon achievement of certain levels of operating earnings and return on average net assets.

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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