

Devlin William R
Form 4
May 10, 2011

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 *
Devlin William 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, STE 1100

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Controller

(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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
Restricted Common Stock Units <u>(1)</u>	05/06/2011		A	3,811	A	\$ 0 <u>(1)</u>	3,811	D	
Common Stock	05/06/2011		F	533 <u>(2)</u>	D	\$ <u>(3)</u>	27.49	20,358	D
Common Stock							1,279	I	By 401(k)
Common Stock							1,200	I	By IRA

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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 (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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 30.735	05/06/2011		A	4,319	(4) 05/18/2020	Common Stock	4,319

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
 05/10/2011
 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) See Exhibit 99
- (2) 533 shares were withheld by the issuer to satisfy income tax withholding requirements related to the reporting person's receipt of 1,907 shares of Common Stock upon the payout of the first one-third of the earned RSUs and related DEUs as described in footnote (1).
- (3) In accordance with the issuer's Incentive Plan, this price represents the closing price per share of Common Stock on the vesting date.
- (4) On May 18, 2010, the reporting person was granted an option to purchase up to 5,750 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2011. On May 6, 2011, the

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performance vesting criteria were determined to have been satisfied such that 4,319 options became earned and reportable on such date. The remaining options have been forfeited. The earned options become vested and exercisable as follows: one-third are exercisable immediately; one-third become exercisable on March 31, 2012; and the remaining one-third become exercisable on March 31, 2013.

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.