

EAGLE MATERIALS INC
Form 3
October 29, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LONE PINE CAPITAL LLC | | (Month/Day/Year) | EAGLE MATERIALS INC [EXP] | |
| (Last) | (First) | (Middle) | 10/22/2007 | |
| TWO GREENWICH PLAZA | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| GREENWICH,Â CTÂ 06830 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 4,590,559 | I <u>(1)</u> <u>(2)</u> <u>(3)</u> | See <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LONE PINE CAPITAL LLC TWO GREENWICH PLAZA GREENWICH, CT 06830 | Â | Â X | Â | Â |

Signatures

/s/Stephen F. Mandel, Jr., Managing Member
10/29/2007
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

The shares of Common Stock to which this note relates are held directly by Lone Spruce, L.P., a Delaware limited partnership ("Lone Spruce"), as to 62,224 shares; Lone Balsam, L.P., a Delaware limited partnership ("Lone Balsam"), as to 136,540 shares; Lone Sequoia, L.P., a Delaware limited partnership ("Lone Sequoia"), as to 114,075 shares; Lone Cascade, L.P., a Delaware limited partnership ("Lone Cascade"), as to 1,543,492 shares; Lone Sierra, L.P., a Delaware limited partnership ("Lone Sierra"), as to 129,858 shares; Lone Cypress, Ltd., a Cayman Islands exempted company ("Lone Cypress"), as to 1,415,527 shares; Lone Kauri, Ltd., a Cayman Islands exempted company ("Lone Kauri"), as to 1,007,038 shares; and Lone Monterey, Ltd., a Cayman Islands exempted company ("Lone Monterey"), as to 181,805 shares.

Lone Pine Capital LLC, the investment manager of Lone Cypress, Lone Kauri and Lone Monterey, has the power to direct the receipt of dividends from or the proceeds of the sale of shares held by Lone Cypress, Lone Kauri and Lone Monterey. Lone Pine Associates LLC, the general partner of Lone Spruce, Lone Sequoia and Lone Balsam, has the power to direct the affairs of Lone Spruce, Lone Sequoia and Lone Balsam, including decisions respecting the disposition of the proceeds from the sale of shares. Lone Pine Members LLC, the general partner of Lone Cascade and Lone Sierra, has the power to direct the affairs of Lone Cascade and Lone Sierra, including decisions respecting the disposition of the proceeds from the sale of shares. Stephen F. Mandel, Jr. is the managing member of Lone Pine Associates LLC, Lone Pine Members LLC, and Lone Pine Capital LLC and in that capacity directs their operations.

Lone Pine Capital LLC, Lone Pine Associates LLC, Lone Pine Members LLC and Stephen F. Mandel, Jr. each disclaim any beneficial ownership of any of the Issuer's securities to which this Form 3 relates for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except to the extent of its or his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person or any joint filer is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes.

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Remarks:

* On October 22, 2007, Eagle Materials Inc. (the "Issuer") released a current report on Form 8-K for the fiscal quarter ended September 30, 2007, the Issuer had repurchased shares of its Common Stock, and causing the reporting person's aggregate beneficial ownership to increase to over 10%.

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.