Kesler Dale Craig Form 3 August 25, 2009

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires:

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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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement EAGLE MATERIALS INC [EXP] A Kesler Dale Craig (Month/Day/Year) 08/21/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 3811 TURTLE CREEK (Check all applicable) BLVD., SUITE 1100 (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting EVP and CFO Person DALLAS, TXÂ 75219 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 3,988 Common Stock 552 I By 401(k) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-qualified Stock Option (right to buy)	(1)	10/07/2014	Common Stock	7,500	\$ 23.5833	D	Â
Non-qualified Stock Option (right to buy)	03/31/2006	06/09/2012	Common Stock	2,329 (2)	\$ 29.0767	D	Â
Non-qualified Stock Option (right to buy)	03/31/2007	05/09/2016	Common Stock	1,342 (3)	\$ 62.83	D	Â
Non-qualified Stock Option (right to buy)	03/31/2009	08/21/2015	Common Stock	14,000 (4)	\$ 26.695	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
roporting of their reality requires	Director	10% Owner	Officer	Other	
Kesler Dale Craig 3811 TURTLE CREEK BLVD. SUITE 1100 DALLAS, TX 75219	Â	Â	EVP and CFO	Â	

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Dale Craig
Kesler

08/25/2009

**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).
- (1) The option vests in 5 equal installments, The first, second, third and fourth installments have vested. The final installment will vest on 10/7/09.
- (2) This is a performance-based option to purchase 3,000 shares of Common Stock, of which 2,329 options vested and became exercisable effective 3/31/06. The remaining options were forfeited.
- (3) This is a performance-based option to purchase 1,618 shares of Common Stock, of which 1,342 options vested and became exercisable effective 3/31/07. The remaining options were forfeited.
- (4) This is a performance-based option to purchase 14,000 shares of Common Stock, all of which vested and became exercisable effective 3/31/09.

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.

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