Graass James H
Form 4
December 22, 2011

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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)	3. Date of Earliest Transaction (Month/Day/Year) 12/20/2011	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) EVP & General Counsel
3811 TURTLE CREEK BLVD., STE #1100		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
DALLAS, TX 75219		
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/20/2011		M		5,000	A	$ 13.425	84,772	D	
Common Stock	12/20/2011		S		5,000	D	$ 24.1	79,272	D	
Common Stock	12/20/2011		M		400	A	$ 13.425	79,672	D	
Common Stock	12/20/2011		S		400	D	$ 24.6	79,272	D	
Common Stock	12/21/2011		M		4,600	A	$ 13.425	83,872	D	

Common Stock	12/21/2011		S	4,600	D	$ 24.6	79,272	D
Restricted Common Stock Units							8,331.1189	D
Common Stock							549	I	By 401(k)
Common Stock							543	I	By Reporting Person's IRA

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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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 Securities (Instr. 3 and 4)	
									Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)					
Non-qualified Stock Option (Right to Buy)	$ 13.425	12/20/2011		M		5,000			(1)	05/09/2012	Common Stock	5,000
Non-qualified Stock Option (Right to Buy)	$ 13.425	12/20/2011		M		400			(1)	05/09/2012	Common Stock	400
Non-qualified Stock Option (Right to Buy)	$ 13.425	12/21/2011		M		4,600			(1)	05/09/2012	Common Stock	4,600

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	12/22/2011
**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)   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.

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.