

EAGLE MATERIALS INC
Form 4
August 20, 2008

FORM 4

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

OMB APPROVAL

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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 *
CLARKE ROBERT L

(Last) (First) (Middle)
711 LOUISIANA
(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EAGLE MATERIALS INC [EXP]

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/18/2008 | | M | 9,933 | A \$ 10.5426 | 54,420 | D |
| Common Stock | 08/18/2008 | | M | 9,933 | A \$ 6.7956 | 64,353 | D |
| Common Stock | 08/18/2008 | | M | 9,933 | A \$ 9.9064 | 74,286 | D |
| Common Stock | 08/18/2008 | | M | 9,933 | A \$ 13.425 | 84,219 | D |
| Common Stock | 08/18/2008 | | M | 9,933 | A \$ 11.7639 | 94,152 | D |
| | 08/18/2008 | | M | 9,000 | A | 103,152 | D |

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| | | |
|--------------------------------|------------|---|
| Common Stock | \$ 22.0267 | |
| Restriction Common Stock Units | 7,940.4511 | D |

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

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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 (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) | \$ 10.5426 | 08/18/2008 | | M | 9,933 | (1) 04/28/2009 | Common Stock | 9,933 | |
| Non-qualified Stock Option (Right to Buy) | \$ 6.7956 | 08/18/2008 | | M | 9,933 | (1) 06/26/2010 | Common Stock | 9,933 | |
| Non-qualified Stock Option (Right to Buy) | \$ 9.9064 | 08/18/2008 | | M | 9,933 | (1) 07/17/2011 | Common Stock | 9,933 | |
| Non-qualified Stock Option (Right to Buy) | \$ 13.425 | 08/18/2008 | | M | 9,933 | (1) 05/09/2012 | Common Stock | 9,933 | |
| Non-qualified Stock Option (Right to Buy) | \$ 11.7639 | 08/18/2008 | | M | 9,933 | (1) 05/08/2013 | Common Stock | 9,933 | |
| Non-qualified Stock Option (Right to Buy) | \$ 22.0267 | 08/18/2008 | | M | 9,000 | 07/27/2004 07/27/2011 | Common Stock | 9,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CLARKE ROBERT L 711 LOUISIANA HOUSTON, TX 77002 | | X | | |

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Robert L. Clarke 08/20/2008

__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.

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