

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/18/2008		M		9,933	A	\$ 10.5426
Common Stock	08/18/2008		M		9,933	A	\$ 6.7956
Common Stock	08/18/2008		M		9,933	A	\$ 9.9064
Common Stock	08/18/2008		M		9,933	A	\$ 13.425
Common Stock	08/18/2008		M		9,933	A	\$ 11.7639
	08/18/2008		M		9,000	A	
							103,152

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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	<u>(1)</u> 04/28/2009	Common Stock	9,933	
Non-qualified Stock Option (Right to Buy)	\$ 6.7956	08/18/2008		M	9,933	<u>(1)</u> 06/26/2010	Common Stock	9,933	
Non-qualified Stock Option (Right to Buy)	\$ 9.9064	08/18/2008		M	9,933	<u>(1)</u> 07/17/2011	Common Stock	9,933	
Non-qualified Stock Option (Right to Buy)	\$ 13.425	08/18/2008		M	9,933	<u>(1)</u> 05/09/2012	Common Stock	9,933	
Non-qualified Stock Option (Right to Buy)	\$ 11.7639	08/18/2008		M	9,933	<u>(1)</u> 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.

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