

Graass James H
 Form 4
 December 19, 2011

FORM 4

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

OMB APPROVAL

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

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

(Last) (First) (Middle)
 3811 TURTLE CREEK BLVD., STE #1100
 (Street)

DALLAS, TX 75219

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2011

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)
 EVP & General Counsel

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 | 12/15/2011 | | M | | 5,000 A \$ 13.425 | 84,272 | D |
| Common Stock | 12/15/2011 | | S | | 5,000 D \$ 23.1 | 79,272 | D |
| Common Stock | 12/16/2011 | | M | | 4,500 A \$ 13.425 | 83,772 | D |
| Common Stock | 12/16/2011 | | S | | 4,500 D \$ 23.8 | 79,272 | D |
| Common Stock | 12/19/2011 | | M | | 500 A \$ 13.425 | 79,772 | D |

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| | | | | | | | | |
|-------------------------------|------------|---|-----|---|---------|--------|------------|---------------------------|
| Common Stock | 12/19/2011 | S | 500 | D | \$ 23.8 | 79,272 | D | |
| Restricted Common Stock Units | | | | | | | 8,331.1189 | D |
| Common Stock | | | | | | 547 | 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.

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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) | 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) | \$ 13.425 | 12/15/2011 | | M | 5,000 | (1) | 05/09/2012 | Common Stock | 5,000 | | |
| Non-qualified Stock Option (Right to Buy) | \$ 13.425 | 12/16/2011 | | M | 4,500 | (1) | 05/09/2012 | Common Stock | 4,500 | | |
| Non-qualified Stock Option (Right to Buy) | \$ 13.425 | 12/19/2011 | | M | 500 | (1) | 05/09/2012 | Common Stock | 500 | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

12/19/2011

__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.
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