EAGLE MATERIALS INC

Form 4

August 20, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31,

2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CLARKE ROBERT L			2. Issuer Name and Ticker or Trading Symbol EAGLE MATERIALS INC [EXP]	5. Relationship of Reporting Person(s) to Issuer		
			EAGLE MATERIALS INC [EAF]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
711 LOUISIANA			(Month/Day/Year) 08/18/2008	X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
HOUSTON, TX 77002				Form filed by More than One Reporting Person		

08/18/2008

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative :	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Officer Dispo (Instr. 3,	sed of 4 and (A) or	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)
Common Stock	08/18/2008		Code V M	Amount 9,933	(D)	Price \$ 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	

9,000 A

103,152

D

M

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Common \$
Stock 22.0267

Restriction 7,940.4511 D
Stock Units

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

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SEC 1474

(9-02)

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. Transactic Code (Instr. 8)	5. Number conf 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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Non-qualified Stock Option (Right to Buy)	\$ 10.5426	08/18/2008		M	9,933	<u>(1)</u>	04/28/2009	Common Stock	9,93
Non-qualified Stock Option (Right to Buy)	\$ 6.7956	08/18/2008		M	9,933	<u>(1)</u>	06/26/2010	Common Stock	9,93
Non-qualified Stock Option (Right to Buy)	\$ 9.9064	08/18/2008		M	9,933	<u>(1)</u>	07/17/2011	Common Stock	9,93
Non-qualified Stock Option (Right to Buy)	\$ 13.425	08/18/2008		M	9,933	<u>(1)</u>	05/09/2012	Common Stock	9,93
Non-qualified Stock Option (Right to Buy)	\$ 11.7639	08/18/2008		M	9,933	<u>(1)</u>	05/08/2013	Common Stock	9,93
Non-qualified Stock Option (Right to Buy)	\$ 22.0267	08/18/2008		M	9,000	07/27/2004	07/27/2011	Common Stock	9,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLARKE ROBERT L 711 LOUISIANA

X

HOUSTON, TX 77002

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. 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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