Graass James H Form 4 August 25, 2009

### FORM 4

### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and A Graass Jame	2. Issuer Name and Ticker or Trading Symbol EAGLE MATERIALS INC [EXP]					5. Relationship of Reporting Person(s) to Issuer							
(Lost)	(First)	(Middle)						(Check all applicable)					
(Last) 3811 TURT BLVD., ST	3. Date of Earliest Transaction (Month/Day/Year) 08/21/2009					Director 10% OwnerX_ Officer (give title Other (specify below)  EVP & General Counsel							
	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							
DALLAS,							Form filed by More than One Reporting Person						
(City)	(City) (State) (Zip) <b>Table I - Non-Derivative Securities Ac</b>						ities Acq	quired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, is any (Month/Day/Year)			Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D) 5)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownersh Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)					
Common Stock	08/21/2009			Code V	Amount 1,959 (1)	(D)	Price \$ 27.71 (2)	14,449	D				
Common								770	I	By 401(k)			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Nu of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Graass James H 3811 TURTLE CREEK BLVD. STE #1100 DALLAS, TX 75219

**EVP & General Counsel** 

### **Signatures**

/s/ James H. 08/25/2009 Graass

\*\*Signature of Date Reporting Person

# **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).
- 1,959 shares were withheld by the issuer to satisfy income tax withholding requirements related to the reporting person's receipt of 7,554 shares of Common Stock (which includes shares for previously reported Dividend Equivalent Units which were rounded up to whole shares upon payout) upon the payout of Restricted Common Stock Units awarded to the reporting person on August 21, 2008 (Form 4 filed on 4/30/2009).
- In accordance with the issuer's Incentive Plan, this price represents the mean between the highest and lowest price per share of Common **(2)** Stock on the transaction date.

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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