NICOLAIS MICHAEL R

Form 4

Common

Stock

November 09, 2009

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NICOLAIS MICHAEL R Issuer Symbol EAGLE MATERIALS INC [EXP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title 3811 TURTLE CREEK BLVD., 11/05/2009 below) **SUITE 250** (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 Form filed by More than One Reporting DALLAS, TX 75219 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Ownership Security (Month/Day/Year) Execution Date, if Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price Code V Amount Restricted Common 14.1173 A 11/05/2009 3,588.6196 D A Stock Units (1) By Profit Sharing Common Plan of 1,550 I Stock Reporting

Person's **Employer**

Reporting

Bv

Ι

3.500

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| | | | Person's IRA |
|-----------------|-------|---|---------------------------------------|
| Common Stock | 1,386 | I | By wife's IRA |
| Common Stock | 555 | I | By wife as custodian for daughter (2) |
| Common Stock | 555 | I | By wife as custodian for son (2) |
| Common Stock | 8,388 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Exer | cisable and | 7. Titl | e and | 8. Price of |
|-------------|-------------|---------------------|--------------------|-----------|------------|----------------|-------------|--------------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transac | ctionNumbe | r Expiration D | ate | Amou | nt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day | /Year) | Under | lying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8 | 3) Derivat | ive | | Secur | ities | (Instr. 5) |
| | Derivative | | | | Securit | ies | | (Instr. | 3 and 4) | |
| | Security | | | | Acquire | ed | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Dispose | ed | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3 | 3, | | | | |
| | | | | | 4, and 5 | 5) | | | | |
| | | | | | | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | Date | Expiration | m: 1 | or | |
| | | | | | | Exercisable | • | Title Number | Number | |
| | | | | | | | | | of | |
| | | | | Code | V (A) (I |)) | | | Shares | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NICOLAIS MICHAEL R 3811 TURTLE CREEK BLVD., SUITE 250 X DALLAS, TX 75219

Reporting Owners 2

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Michael R. Nicolais

11/09/2009

**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).
- The grant reported above represents Restricted Common Stock Units ("RSUs") accrued in connection with a cash dividend paid by Issuer on its Common Stock and as a result of certain dividend equivalent rights associated with the reporting person's existing RSUs.
- These shares are held by wife as custodian for the reporting person's children. The reporting person disclaims beneficial ownership of (2) these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 of the Exchange Act or for any other purpose.

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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