

EAGLE MATERIALS INC  
 Form 4  
 November 04, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 NICOLAIS MICHAEL R

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 3811 TURTLE CREEK BLVD.,  
 SUITE 250  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/03/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

DALLAS, TX 75219

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |               |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------------|
|                                   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |               |
|                                   |                                      |  |                                | Code  | V   | Amount   |                                   |               |
| Restricted Common Stock Units (1) | 11/03/2005                           |  | A                              | 1   | A   | \$ 0 (1)   | 482                               | D             |
| Common Stock                      |                                      |  |                                |   |   |  | 2,880                             | D             |
| Common Stock                      |                                      |  |                                |   |   |  | 400                               | I             |
| Restricted Common                 | 11/03/2005                           |  | A                              | 1   | A   | \$ 0 (2)   | 322                               | D             |
|                                   |                                      |  |                                |   |   |  |                                   | By wife's IRA |

Stock Units  
(Class B) (2)

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)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of 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

## Signatures

/s/ James H. Graass as Attorney-in-Fact for Michael R. Nicolas

11/04/2005

\_\_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 accrued in connection with a dividend declared by Eagle Materials
- (1) on its Common Stock and as a result of certain dividend equivalent rights associated with the reporting person's existing Restricted Common Stock Units.
  - (2) The grant reported above represents Restricted Common Stock Units (Class B) accrued in connection with a dividend declared by Eagle Materials on its Class B Common Stock and as a result of certain dividend equivalent rights associated with the reporting person's

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existing Restricted Common Stock Units (Class B).

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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