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EAGLE MATERIALS INC

Form 4

October 06, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287 January 31,

2005

0.5

Expires: Estimated average

5. Relationship of Reporting Person(s) to

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

NICOLAIS MICHAEL R			Symbol EAGLE MATERIALS INC [[EXP]]					Issuer				
(L4) (E:4) (M:141-)			22					(Check all applicable)				
(Last) (First) (Middle) 3811 TURTLE CREEK BLVD., SUITE 250			3. Date of Earliest Transaction (Month/Day/Year) 10/04/2006					_X_ Director 10% Owner Officer (give title Other (specify below)				
(Street) DALLAS, TX 75219				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 Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu		ired, Disposed of	, or Beneficia	lly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any	ned	3. Transactio Code (Instr. 8)	4. Securi onr Dispos (Instr. 3,	ties A	cquired (A)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Common Stock	10/04/2006			P	1,500	A	\$ 32.3899	9,888 (1)	D		
	Common Stock	10/05/2006			P	750	A	\$ 31.9799	750	I	By Profit Sharing Plan of Reporting Person's Employer	
	Restricted Common Stock Units								3,349.7392	D		

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Common Stock	1,386 (2)	I	By wife's IRA
Common Stock	555	I	By wife as custodian for daughter (3)
Common Stock	555	I	By wife as custodian for son $\frac{(3)}{}$

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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)	4. Transa Code (Instr.	ection	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships **Reporting Owner Name / Address**

> 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.

Nicolais 10/06/2006

> **Signature of Reporting Person Date

Reporting Owners 2

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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) Reporting person acquired 1,500 shares through a self-directed IRA.
- These shares include 186 shares (on a post-split basis) received in January 2004 in a transaction exempt from reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- These shares are held by wife as custodian for the reporting person's children. The reporting person disclaims beneficial ownership of (3) 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.