

ESSL GERALD J

Form 4

May 04, 2009

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ESSL GERALD J

(Last) (First) (Middle)

3811 TURTLE CREEK  
BLVD., STE #1100

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/30/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)      | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Restricted<br>Common<br>Stock Units<br>(1) | 04/30/2009                              |                                                             | A                                    | 5,500                                                                   | A \$ 0<br>(1)                                                                                                      | 5,500                                                                | D                                                                              |
| Restricted<br>Common<br>Stock Units<br>(2) | 04/30/2009                              |                                                             | A                                    | 19.5174                                                                 | A \$ 0<br>(2)                                                                                                      | 5,519.5174                                                           | D                                                                              |
| Common<br>Stock                            |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 25,443 (3)                                                           | D                                                                              |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 26.695                                                          | 04/30/2009                              |                                                             | A                                    | 34,000                                                                                                       | (4) 08/21/2015                                                 | Common<br>Stock                                                | 34,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships                    |
|---------------------------------------------------------------------------|----------------------------------|
|                                                                           | Director 10% Owner Officer Other |
| ESSL GERALD J<br>3811 TURTLE CREEK BLVD.<br>STE #1100<br>DALLAS, TX 75219 | Executive Vice President         |

## Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Gerald J. Essl  
05/04/2009

\*\*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).

On August 21, 2008, the reporting person was granted up to 5,500 Restricted Common Stock Units ("RSUs") subject to the Issuer's achievement of certain performance conditions for the nine months ending March 31, 2009. On April 30, 2009, the performance conditions were determined to have been satisfied such that 5,500 RSUs became vested and reportable on such date. The Restricted Common Stock Unit grant reported above represents these vested RSUs which will be issuable in shares of Common Stock on August 21, 2009.

The grant reported above represents 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, including the vested RSUs referred to in footnote (1) above.

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- (3) Includes 333 shares of Common Stock issued to the reporting person on March 31, 2009 in connection with vested RSU grants previously disclosed by the reporting person.

On August 21, 2008, the reporting person was granted an option to purchase 34,000 shares of Common Stock, with vesting subject to the

- (4) Issuer's achievement of certain performance conditions for the nine months ending March 31, 2009. On April 30, 2009, the performance conditions were determined to have been satisfied such that stock options vested as to 34,000 shares exercisable immediately.

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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