

EAGLE MATERIALS INC
Form 4/A
May 06, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
ESSL GERALD J

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 1100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2004

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

DALLAS, TX 75219

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
06/29/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Restricted Common Stock Units (1) | 06/26/2004 ⁽¹⁾ | | A ⁽¹⁾ | | 0 ⁽¹⁾ | A ⁽¹⁾ | \$ 0 ⁽¹⁾ |
| | | | | | 0 | 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)

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. P Den Sec (Ins |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | | | Title | Amount or Number of Shares |
| | | | | | | | Date Exercisable | Expiration Date |
| | | | | | | | Code | V (A) (D) |
| Non-Qualified EBIT Stock Option (Right to Buy) ⁽²⁾ | \$ 70.26 ⁽²⁾ | 06/26/2004 ⁽²⁾ | | A ⁽²⁾ | 0 | ⁽²⁾ ⁽²⁾ | Common Stock | 0 |
| Non-Qualified ROE Stock Option (Right to Buy) ⁽²⁾ | \$ 70.26 ⁽²⁾ | 06/26/2004 ⁽²⁾ | | A ⁽²⁾ | 0 | ⁽²⁾ ⁽²⁾ | Common Stock | 0 |

Reporting Owners

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

Signatures

James H. Graass, as Attorney-in-fact for Gerald J. Essl
 Date: 05/06/2005

__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).
- (1) The Restricted Stock Units shown on the original Form 4 were subject to the satisfaction of performance conditions and therefore the grant of such units is not deemed to have occurred as of the date shown thereon.
- (2) The Stock Options shown on the original Form 4 were subject to the satisfaction of performance conditions and therefore the grant of such options is not deemed to have occurred as of the date shown thereon.

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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