

NICOLAIS MICHAEL R  
Form 4  
January 30, 2006

**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 \*  
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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/26/2006

Director  10% Owner  
 Officer (give title below)  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)  
 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)	01/26/2006		A	1	A	\$ 0 (1)	483	D	
Common Stock	12/06/2006		G	84	D	\$ 0	2,796	D	
Common Stock							400	I	By wife's IRA
Restricted Common	01/26/2006		A	1	A	\$ 0 (2)	323	D	

Stock Units  
(Class B) <sup>(2)</sup>

Class B Common Stock	185	I	By wife as custodian for daughter <sup>(3)</sup>
Class B Common Stock	185	I	By wife as custodian for son <sup>(3)</sup>

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

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**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 Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## 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

01/30/2006

        \*\*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 grant reported above represents Restricted Common Stock Units accrued in connection with a dividend declared by Eagle Materials 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 existing Restricted Common Stock Units (Class B).

(3) These shares are held by wife as custodian for the reporting person's children. The reporting person disclaims beneficial ownership of 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 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.

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