

HIRSCH LAURENCE E
Form 4
September 19, 2006

FORM 4

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

OMB APPROVAL

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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 *
HIRSCH LAURENCE E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3811 TURTLE CREEK BLVD.,
#1100

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2006

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Restricted Common Stock Units | | | | | 9,883.7779 | D | |
| Common Stock | | | | | 672,963 | D | |
| Common Stock | 09/15/2006 | | P | 150,000 A \$ 35.7679 (1) | 150,000 | I | By Highlander Partners, L.P. |
| Common Stock | 09/18/2006 | | P | 99,000 A \$ | 249,000 | I | By |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|-----------------------|-----------------------------|---------|---|------------------------------|
| Stock | | | | | 35.5001 <u>(2)</u> | | | | Highlander Partners, L.P. |
| Common Stock | 09/19/2006 | | P | 151,000 | A | \$ 34.6806 <u>(3)</u> | 400,000 | I | By Highlander Partners, L.P. |

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.

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(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. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HIRSCH LAURENCE E
3811 TURTLE CREEK BLVD., #1100 X
DALLAS, TX 75219

Signatures

/s/ James H. Graass as Attorney-in-Fact for Laurence E. Hirsch

09/19/2006

__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) This price represents the weighted average purchase price per share of Common Stock purchased on such date. The purchase prices ranged from \$35.44 to \$35.99.

(2) This price represents the weighted average purchase price per share of Common Stock purchased on such date. The purchase prices ranged from \$35.36 to \$35.60.

(3) This price represents the weighted average purchase price per share of Common Stock purchased on such date. The purchase prices ranged from \$33.94 to \$35.29.

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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