

ESSL GERALD J

Form 4

May 24, 2013

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
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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)

05/22/2013

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 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/22/2013		M		12,680	A	\$ 30.735	55,931	D
Common Stock	05/22/2013		M		4,695	A	\$ 62.83	60,626	D
Common Stock	05/22/2013		S		4,228	D	\$ 77.3545	56,398	D
Common Stock	05/22/2013		S		4,226	D	\$ 77.2064	52,172	D
Common Stock	05/22/2013		S		4,226	D	\$ 77.2609	47,946	D

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Common Stock	05/22/2013	S	4,695	D	\$ 77.1202	43,251	D	
Common Stock	05/22/2013	S	7,108	D	\$ 77.01	36,143	D	
Common Stock						14,000	I	By trust

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 62.83	05/22/2013		M	4,695	<u>(1)</u> 05/09/2016	Common Stock 4,695
Stock Option (Right to Buy)	\$ 30.735	05/22/2013		M	12,680	<u>(2)</u> 05/28/2020	Common Stock 12,680

Reporting Owners

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

Signatures

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

05/24/2013

__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) Shares vested upon achievement of certain financial and strategic goals.

(2) Shares vested upon achievement of certain operational and financial goals.

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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