## Edgar Filing: BARNETT F WILLIAM - Form 4

BARNETT F	WILLIAM										
Form 4											
July 27, 2009	)										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287	
Check this				<b>U</b> .					Expires:	January 31,	
Section 16.				GES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated average burden hours per			
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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								response	0.5		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> BARNETT F WILLIAM			2. Issuer Name <b>and</b> Ticker or Trading Symbol EAGLE MATERIALS INC [EXP]					5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
3800 MAPLEWOOD         (Month 07/23/ (Street)           (Street)         4. If Ar			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>07/23/2009</li></ul>					XDirector10% Owner Officer (give titleOther (specify below)Dther (specify			
				-				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
DALLAS, T	X 75205							Form filed by M Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative Sec	curities	s Acqu	iired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	3.4. Securities AcquiredTransactior(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Restricted				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(111511. 4)		
Common Stock Units	07/23/2009			А	28.7532		\$ 0 (1)	8,128.5138	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amoun Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>F B</b>	Director	10% Owner	Officer	Other				
BARNETT F WILLIAM 3800 MAPLEWOOD DALLAS, TX 75205	Х							
Signatures								
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/s/ Scott M. Wilson as Attorney-in-Fact for F. William Barnett

\*\*Signature of Reporting Person

Date

07/27/2009

## **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 ("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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.