

ESSL GERALD J
Form 4
February 07, 2011

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
Number: 3235-0287
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2005
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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)
02/03/2011

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 Ownership (Instr. 4)
Common Stock	02/03/2011		M	V Amount (A) or (D) Price 8,445 A \$ 23.42	37,991	D	
Common Stock	02/03/2011		S	8,445 D \$ 28.58 (1)	29,546	D	
Common Stock	02/03/2011		M	6,053 A \$ 23.42	35,599	D	
Common Stock	02/03/2011		S	6,053 D \$ 29.11 (2)	29,546	D	
	02/04/2011		M	2,392 A	31,938	D	

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Common Stock						\$ 23.42	
Common Stock	02/04/2011	S	2,392	D	\$ 29.25	29,546	D
Common Stock	02/04/2011	M	3,441	A	\$ 23.3	32,987	D
Common Stock	02/04/2011	S	3,441	D	\$ 29	29,546	D
Common Stock	02/04/2011	M	3,441	A	\$ 23.3	32,987	D
Common Stock	02/04/2011	S	3,441	D	\$ 29.14 (3)	29,546	D

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 Securities (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)	\$ 23.42	02/03/2011		M		8,445		<u>(4)</u>	06/26/2011	Common Stock	8,445
Non-qualified Stock Option (Right to Buy)	\$ 23.42	02/03/2011		M		6,053		<u>(5)</u>	06/26/2011	Common Stock	6,053
Non-qualified Stock Option (Right to Buy)	\$ 23.42	02/04/2011		M		2,392		<u>(5)</u>	06/26/2011	Common Stock	2,392
Non-qualified Stock Option	\$ 23.3	02/04/2011		M		3,441		<u>(4)</u>	08/04/2011	Common Stock	3,441

(Right to Buy)

Non-qualified

Stock Option

\$ 23.3

02/04/2011

M

3,441

(5)

08/04/2011

Common
Stock

3,441

(Right to Buy)

Reporting Owners

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

Signatures

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

02/07/2011

**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).

This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$28.46 to \$28.78. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$28.46 to \$29.33. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$29.00 to \$29.29. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(4) Shares vested upon achievement of certain levels of earnings before interest and taxes.

(5) Shares vested upon achievement of certain levels of return on equity.

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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