ESSL GERALD J Form 4

November 29, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, 2005

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Units

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ESSL GERALD J Issuer Symbol EAGLE MATERIALS INC [EXP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title Other (specify 3811 TURTLE CREEK 11/27/2012 below) BLVD., STE #1100 **Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75219

DALLAS, 1A 75219				Person							
(City)	(State)	(Zip) Tab	able I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)  (A) or			Beneficially For Owned Din Following or Reported (I)	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	11/27/2012		Code V M	Amount 15,000 (1)	(D)	Price \$ 11.7639	94,759 (2)	D			
Common Stock	11/27/2012		S	15,000 (1)	D	\$ 54.808 (3)	79,759	D			
Common Stock	11/27/2012		S	27,394 (1)	D	\$ 55.335 (4)	52,365	D			
Restricted Common Stock							5,560.054	D			

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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	2.	3. Transaction Date		4. 5. Number of		6. Date Exercisable and		7. Title and Amount		
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	*		, ,	Underlying Securiti Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha	
Non-qualified Stock Option (Right to Buy)	\$ 11.7639	11/27/2012		M	15,000	(5)	05/08/2013	Common Stock	15,0	

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 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

11/29/2012

\*\*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).
- The reported transactions were effected for estate and tax planning purposes. Following these transactions, the reporting person's ownership currently satisfies the issuer's stock ownership guidelines.

Reflects the inclusion of restricted shares inadvertently omitted from the reporting person's Form 4 filed on May 7, 2012 ("Original Form 4"). The number of securities reported on the Original Form 4 inadvertently reflected only the increase in shares held as a result of the

(2) lapsing of the restrictions on the first one-fifth of the earned restricted stock. In order to be consistent with the reporting of other earned restricted share awards, the reporting person is including the entire earned restricted stock amount in the holdings, subject to the schedule for the lapsing of restrictions on the remaining shares as stated in footnote (1) of the Original Form 4.

Reporting Owners 2

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- This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions (3) reported on this line range from \$54.50 to \$55.17. 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 (4) reported on this line range from \$55.25 to \$55.54. 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.
- (5) Shares vested upon achievement of certain levels of return on average net assets and operating earnings.

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.