Edgar Filing: CLARKE ROBERT L - Form 4

| CLARKE RO | BERT L | | | | | | | | | | |
|---|--|---|--|---------------------------------|--------------|---------|-------------|--|---|---|--|
| Form 4 November 03 | . 2006 | | | | | | | | | | |
| | | | | | | | | | OMB AF | PROVAL | |
| | FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMMISSION | OMB Number: | 3235-0287 | |
| Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b). | er STATE 5. Filed p ^s Section 1 | 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 20(b) of the Investment Company Act of 1940 | | | | | | | | Expires:January 31,Expires:2005Estimated averageburden hours perresponse0.5 | |
| (Print or Type Re | esponses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> CLARKE ROBERT L | | | 2. Issuer Name and Ticker or Trading Symbol EAGLE MATERIALS INC [[EXP]] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (Last) (First) (Middle) | | | 3. Date of Earliest Transaction | | | | (Check all applicable) | | | |
| 711 LOUISIANA | | | (Month/Day/Year) 11/02/2006 | | | | | X_ Director Officer (give title0ther (specify below)Other (specify | | | |
| (Street) HOUSTON, TX 77002 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | | | | | | | | Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative Se | curitie | es Acqu | iired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction E (Month/Day/Ye | ar) Executio any | med 3. 4. Securities Acquired n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) | | | | of (D) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code V | Amount | or | Price | Transaction(s) (Instr. 3 and 4) | | | |
| Restricted Common Stock Units (1) | 11/02/2006 | | | А | 34.4812 | Α | \$ 0 (1) | 7,651.8779 | D | | |
| Common Stock | | | | | | | | 35,254 | D | | |

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

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 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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Unde Secur | rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur 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 | | | | | | | |
|---|---------------|--------------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| CLARKE ROBERT L 711 LOUISIANA | х | | | | | | | |
| HOUSTON, TX 77002 | Λ | | | | | | | |
| Signatures | | | | | | | | |
| /s/ James H. Graass as Attorney Clarke | y-in-Fact | for Robert L | ·• | 11 | | | | |
| **Signature of Reporting Person | | | | | | | | |

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 dividend declared by Issuer on its Common Stock and as a result of certain dividend equivalent rights associated with the reporting person's existing RSUs.

/02/2006

Date

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.