

EAGLE MATERIALS INC  
Form 4  
August 22, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Devlin William R

(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)  
08/21/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP, Controller

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 08/21/2014                           |  | F                              | 547 D   | \$ 98.35 (1) 39,937 (2)   | D  |   |
| Common Stock                    | 08/21/2014                           |  | M                              | 3,000 A   | \$ 30.735 42,937  | D  |   |
| Common Stock                    | 08/21/2014                           |  | S                              | 3,000 D   | \$ 99.5 39,937  | D  |   |
| Common Stock                    |                                      |  |                                |   | 1,646   | I  | By 401(k)   |
| Common Stock                    |                                      |  |                                |   | 1,200   | I  | By IRA  |

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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 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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Non-Qualified Stock Option (Right to Buy)  | \$ 30.735  | 08/21/2014                           |  | M                              | 3,000  | <sup>(3)</sup> 05/18/2020                                | Common Stock  | 3,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Devlin William R<br>3811 TURTLE CREEK BLVD, STE 1100<br>DALLAS, TX 75219 |               |           | SVP, Controller |       |

## Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for William R. Devlin  
 \*\*Signature of Reporting Person  
 08/22/2014  
 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) In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the previous trading day.
- (2) 547 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 2,000 shares of restricted stock awarded to the reporting person on 8/21/2009 (Form 4 filed on 8/25/2009). Because the reporting person's restricted stock holdings have been included in the direct ownership of Common Stock disclosed by the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 547 shares to reflect this tax withholding.

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(3) Shares vested upon achievement of certain performance vesting criteria.

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