

ZUNKER ARTHUR R JR
Form 4
April 22, 2008

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 *
ZUNKER ARTHUR R JR

2. Issuer Name and Ticker or Trading Symbol
EAGLE MATERIALS INC [EXP]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
3811 TURTLE CREEK BLVD.,
#1100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/21/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP, Treasurer & CFO

DALLAS, TX 75219

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | | |
| Restricted Common Stock Units ⁽¹⁾ | 04/18/2008 | | A | | \$ 0 ⁽¹⁾ | 230.597 | D |
| Common Stock | 07/21/2005 | | P | | \$ 32.88 | 8,350.177 ⁽²⁾ | D |
| Common Stock | 11/03/2005 | | P | | \$ 38.9373 | 8,355.409 ⁽²⁾ | D |
| Common Stock | 01/26/2006 | | P | | \$ 50.022 | 8,359.492 ⁽²⁾ | D |
| | 04/21/2006 | | P | | | | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|------------|-------------------|---|
| Common Stock | | | | | \$ 72.5186 | 8,364.197 (2) | |
| Common Stock | 07/20/2006 | P | 21.658 | A | \$ 41.0001 | 8,385.855 (2) | D |
| Common Stock | 11/02/2006 | P | 22.8666 | A | \$ 38.9998 | 8,408.7216 (2) | D |
| Common Stock | 01/26/2007 | P | 18.662 | A | \$ 48.0002 | 8,427.3836 (2) | D |
| Common Stock | 04/20/2007 | P | 19.956 | A | \$ 45.0511 | 8,447.3396 (2) | D |
| Common Stock | 07/20/2007 | P | 34.173 | A | \$ 48.1102 | 8,481.5126 (2) | D |
| Common Stock | 11/05/2007 | P | 43.825 | A | \$ 37.6703 | 8,525.3376 (2) | D |
| Common Stock | 01/22/2008 | P | 58.439 | A | \$ 28.4 | 8,583.7766 (2) | D |
| Common Stock | | | | | | 9,951.7766 (3) | 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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZUNKER ARTHUR R JR 3811 TURTLE CREEK BLVD., #1100 DALLAS, TX 75219 | | | SVP, Treasurer & CFO | |

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Arthur R. Zunker, Jr. 04/22/2008

__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).
- (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.
The reporting person acquired shares of Common Stock pursuant to a broker - administered dividend reinvestment program. The column
- (2) 5 amounts add such dividend reinvestment shares to the direct holdings disclosed in the reporting person's Form 4 filed on January 23, 2008.
- (3) Includes 1,368 shares of Common Stock issued to the reporting person on March 31, 2008 in connection with vested RSU grants previously disclosed by the reporting person.

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