

Haack Michael
 Form 4
 December 01, 2017

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 *
 Haack Michael

(Last) (First) (Middle)
 3811 TURTLE CREEK BLVD.,
 SUITE 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)
 11/30/2017

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)
 EVP and COO

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/30/2017		M		10,000 <u>(1)</u>	A	\$ 79.9 32,244 <u>(2)</u> D
Common Stock	11/30/2017		S		10,000 <u>(1)</u>	D	\$ 112 22,244 D
Common Stock	12/01/2017		F		839 <u>(2)</u>	D	\$ 111.93 21,405 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. 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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 79.9	11/30/2017		M	10,000	(3) 12/01/2024	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haack Michael 3811 TURTLE CREEK BLVD., SUITE 1100 DALLAS, TX 75219			EVP and COO	

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Michael Haack
 12/01/2017

**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 transaction was executed in accordance with the terms of a 10b5-1 trading plan previously adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. Accordingly, after the plan's initial implementation, (1) the reporting person had no discretion with regard to the execution of the transaction. The 10b5-1 plan was entered into for estate and tax planning purposes. Following this transaction, the reporting person retains a substantial ownership position in issuer securities and his ownership currently satisfies the issuer's stock ownership guidelines.

(2) 839 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 12/01/2014 (Form 4 filed on 12/03/2014). Because the reporting person's restricted holdings have been included in the direct ownership Common Stock disclosed by the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 839 shares to reflect this tax withholding.

(3) Shares vested ratably on anniversaries of the date of grant.

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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