

EAGLE MATERIALS INC
Form SC 13G/A
February 14, 2008

OMB APPROVAL
OMB
Number: 3235-0145
Expires: February
28, 2009
Estimated average
burden
H o u r s p e r
response 10.4

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

**SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Eagle Materials Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

26969P108

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMD control number.

SEC 1745 (3-06)

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 CUSIP No. 26969P108

**1 Names of Reporting Persons
 I.R.S. Identification Nos. of above persons (entities only)**

Glenhill Advisors, LLC
 13-4153005

2 Check the Appropriate Box if a Member of a Group(See Instructions)

(a)
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

Number of **5** **Sole Voting Power** **2,440,000**

Shares

Beneficially **6** **Shared Voting Power** **0**

Owned by

Each **7** **Sole Dispositive Power** **2,440,000**

Reporting

Person With: **8** **Shared Dispositive Power** **0**

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,440,000

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares(See Instructions) []

11 Percent of Class Represented by Amount in Row (9)

5.6%

12 Type of Reporting Person (See Instructions)

IA, HC

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CUSIP No. 26969P108

1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

Glenn J. Krevlin

2 Check the Appropriate Box if a Member of a Group(See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

United States

Number of **5** **Sole Voting Power** 2,440,000

Shares

Beneficially **6** **Shared Voting Power** 0

Owned by

Each **7** **Sole Dispositive Power** 2,440,000

Reporting

Person With: **8** **Shared Dispositive Power** 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,440,000

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11 Percent of Class Represented by Amount in Row (9)

5.6%

12 Type of Reporting Person (See Instructions)

IN, HC

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CUSIP No. 26969P108

1 **Names of Reporting Persons**