

Graass James H
 Form 4
 December 05, 2012

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 *
 Graass James H

(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)
 12/03/2012

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 & General Counsel

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 (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/03/2012		M		15,000 (1) \$ 11.7639	126,113 (2)	D
Common Stock	12/03/2012		S		10,000 (1) \$ 53.6	116,113	D
Common Stock	12/03/2012		S		5,000 (1) \$ 53.7	111,113	D
Common Stock	12/04/2012		M		10,000 (1) \$ 11.7639	121,113	D
Common Stock	12/04/2012		S		5,000 (1) \$ 53.8	116,113	D

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Common Stock	12/04/2012	S	<u>5,000</u> (1)	D	\$ 53.9	111,113	D	
Common Stock						610	I	By 401(k)
Common Stock						543	I	By Reporting Person's IRA
Restricted Common Stock Units						4,210.3064	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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 11.7639	12/03/2012		M	15,000	<u>(3)</u> 05/08/2013	Common Stock	15,000
Non-qualified Stock Option (Right to Buy)	\$ 11.7639	12/04/2012		M	10,000	<u>(3)</u> 05/08/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graass James H 3811 TURTLE CREEK BLVD.			EVP & General Counsel	

STE #1100
DALLAS, TX 75219

Signatures

/s/ James H.

12/05/2012

Graass

 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 reported transactions were effected for tax planning purposes.

Reflects the inclusion of restricted shares inadvertently omitted from the reporting person's Form 4 filed on May 7, 2012 ("Original Form 4"). The number of securities reported on the Original Form 4 inadvertently reflected only the increase in shares held as a result of the

- (2) lapsing of the restrictions on the first one-fifth of the earned restricted stock. In order to be consistent with the reporting of other earned restricted share awards, the reporting person is including the entire earned restricted stock amount in the holdings, subject to the schedule for the lapsing of restrictions on the remaining shares as stated in footnote (1) of the Original Form 4.
- (3) Shares vested upon achievement of certain levels of operating earnings and return on average net assets.

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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