

ESSL GERALD J

Form 4

April 04, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESSL GERALD J

(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)

12/08/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 | 12/08/2017 | | G V | Amount (1) 1,000 | (A) or (D) \$ 0 | 23,380 | D |
| Common Stock | 12/08/2017 | | G V | Amount (2) 1,000 | A \$ 0 | 4,000 | I By trust |
| Common Stock | 04/02/2018 | | F | 2,687 | D \$ (3) 103.05 | 20,693 (4) | 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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---------------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| ESSL GERALD J 3811 TURTLE CREEK BLVD. STE #1100 DALLAS, TX 75219 | Executive Vice President |

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Gerald J. Essl 04/04/2018

__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 transaction was effected for estate planning purposes.
 - (2) The reported transaction reflects a gift by the reporting person to the Garrett G. Essl Trust, an irrevocable trust for the benefit of the reporting person's son. The reporting person and his wife act as trustees of the trust.
 - (3) 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.
 - (4) 2,687 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on (a) 930 shares of restricted stock awarded to the reporting person on May 18, 2017 (Form 4 filed on 5/22/2017); (b) 1,563 shares of restricted stock awarded to the reporting person on May 20, 2016 (Form 4 filed on 5/24/2016); (c) 987 shares of restricted stock awarded to the reporting person on June 10, 2015 (Form 4 filed on 5/10/2016); (d) 1,459 shares of restricted stock awarded to the reporting person on 6/03/2014 (Form 4 filed on 5/7/2015) and (e) 1,897 shares of restricted stock awarded to the reporting person on 8/12/2013 (Form 4 filed on 5/08/2014). Because the reporting person's restricted holdings have been included in the direct ownership Common Stock disclosed by

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the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 2,687 shares to reflect this tax withholding.

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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