ROWLEY STEVE

Form 4 April 02, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

ROWLEY STEVE

	EAGLE MATERIALS INC [EXP]					(Check all applicable)						
(Last) (First) (Middle) 3811 TURTLE CREEK BLVD., #1100			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2013					_X Director 10% Owner X Officer (give title Other (specify below) President & CEO			
DALLAS, 7	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any	emed ion Date, if /Day/Year)	3. Transact Code (Instr. 8)	4. Securition(A) or Di (Instr. 3,	sposed	Price	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	03/31/2013			F	12,643	D	\$ 66.63 (3)	148,006 <u>(1)</u> <u>(2)</u>	D			
Common Stock								2,296	I	By 401(k)		
Common Stock								1,929	I	By IRA		
Restricted Common Stock Units								0 (2)	D			

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)]	
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
							Exercisable	Date	Title	Number		
					G 1 17	(A) (B)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROWLEY STEVE

3811 TURTLE CREEK BLVD., #1100 X President & CEO

DALLAS, TX 75219

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Steven R.
Rowley

04/02/2013

**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).
- 8,651 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on 20,705 shares of restricted stock awarded to the reporting person on June 27, 2011 (Form 4 filed on May 7, 2012). Because the reporting person's restricted stock holdings have been included in the direct ownership of Common Stock disclosed by the reporting person, the reporting person's direct ownership has been reduced by 8,651 to reflect this tax withholding.
- 3,992 shares were withheld by the issuer to satisfy income tax withholding requirements related to the reporting person's receipt of 14,597 shares of Common Stock (which includes shares for previously reported Dividend Equivalent Units which were rounded up to whole shares upon payout) upon the payout of Restricted Common Stock Units awarded to the reporting person on May 18, 2010 (Form 4 filed on 5/10/2011).

(3)

Reporting Owners 2

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In accordance with the issuer's Incentive Plan, this price represents the closing price per share of Common Stock on the previous trading date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.