

Devlin William R
Form 4
May 07, 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 *
Devlin William R

2. Issuer Name and Ticker or Trading Symbol
EAGLE MATERIALS INC [EXP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3811 TURTLE CREEK BLVD, STE 1100

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Controller

(Street)
DALLAS, TX 75219

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price \$			
Common Stock	05/03/2012		F	906 ⁽¹⁾ D 36.98 ₍₂₎	23,717	D	
Common Stock					1,347	I	By 401(k)
Common Stock					1,200	I	By IRA
Restricted Common Stock Units					1,933.7982	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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(9-02)

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 (Instr. 3 and 4)
				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
Devlin William R 3811 TURTLE CREEK BLVD, STE 1100 DALLAS, TX 75219			SVP, Controller	

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for William R. Devlin
 **Signature of Reporting Person
 Date: 05/07/2012

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) On June 27, 2011, the reporting person was granted 17,136 shares of restricted stock, subject to the achievement by the Company of performance vesting criteria based on the Company's return on invested capital measured at the end of fiscal 2012. On May 3, 2012, the performance vesting criteria was determined to have been met. In accordance with the Restricted Stock Agreement, the restrictions on one-fifth of the earned shares (3,428 shares) lapsed on the certification date. The restrictions on the remaining shares will lapse ratably on March 31 of 2013, 2014, 2015, and 2016. In connection with the payout of the first one-fifth of the earned restricted stock as described above, 906 shares were withheld by the issuer to satisfy income tax withholding requirements.

(2) In accordance with the issuer's Incentive Plan, this price represents the closing price per share of Common Stock on the vesting date.

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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