

Kesler Dale Craig  
Form 3  
August 25, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Kesler Dale Craig		(Month/Day/Year)	EAGLE MATERIALS INC [EXP]	
(Last)	(First)	(Middle)	08/21/2009	
3811 TURTLE CREEK BLVD., SUITE 1100			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DALLAS, TX 75219			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			EVP and CFO	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,988	D	
Common Stock	552	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Kesler Dale Craig - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-qualified Stock Option (right to buy)	Â <u>(1)</u>	10/07/2014	Common Stock	7,500	\$ 23.5833	D	Â
Non-qualified Stock Option (right to buy)	03/31/2006	06/09/2012	Common Stock	2,329 <u>(2)</u>	\$ 29.0767	D	Â
Non-qualified Stock Option (right to buy)	03/31/2007	05/09/2016	Common Stock	1,342 <u>(3)</u>	\$ 62.83	D	Â
Non-qualified Stock Option (right to buy)	03/31/2009	08/21/2015	Common Stock	14,000 <u>(4)</u>	\$ 26.695	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kesler Dale Craig 3811 TURTLE CREEK BLVD. SUITE 1100 DALLAS, TX 75219	Â	Â	Â EVP and CFO	Â

## Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Dale Craig Kesler	08/25/2009
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 option vests in 5 equal installments, The first, second, third and fourth installments have vested. The final installment will vest on 10/7/09.
- (2) This is a performance-based option to purchase 3,000 shares of Common Stock, of which 2,329 options vested and became exercisable effective 3/31/06. The remaining options were forfeited.
- (3) This is a performance-based option to purchase 1,618 shares of Common Stock, of which 1,342 options vested and became exercisable effective 3/31/07. The remaining options were forfeited.
- (4) This is a performance-based option to purchase 14,000 shares of Common Stock, all of which vested and became exercisable effective 3/31/09.

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.