

QUINN DAVID W  
Form 4  
November 29, 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 \*  
QUINN DAVID W

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)  
10627 BRIDGE HOLLOW CT.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/27/2012

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

DALLAS, TX 75229

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)
Common Stock	11/27/2012		M	(A) 20,000 (1)	A \$ 24.785 48,078 (2)	D	
Common Stock	11/27/2012		S	(D) 20,000 (1)	D \$ 55.5 28,078	D	
Common Stock	11/28/2012		M	(A) 3,247 (1)	A \$ 24.785 31,325	D	
Common Stock	11/28/2012		S	(D) 3,247 (1)	D \$ 54 28,078	D	
Common Stock	11/28/2012		M	(A) 12,811 (1)	A \$ 40.775 40,889	D	
	11/28/2012		S	(D)	D \$ 54 28,078	D	

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Common Stock						12,811	
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	4,420	\$ 37.95 32,498 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	4,420	\$ 54 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	5,000	\$ 27.72 33,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	5,000	\$ 54.15 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	10,000	\$ 27.72 38,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	10,000	\$ 54.2 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	5,535	\$ 27.72 33,613 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	5,535	\$ 54.2005 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	5,000	\$ 24.955 33,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	5,000	\$ 54.202 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	1,971	\$ 24.955 30,049 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	1,971	\$ 54.2009 28,078 D
						<u>(1)</u>	
Common Stock	11/28/2012		M		A	3,158	\$ 24.955 31,236 D
						<u>(1)</u>	
Common Stock	11/28/2012		S		D	3,158	\$ 54.15 28,078 D
						<u>(1)</u>	

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security	or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 24.785		11/27/2012	M			20,000	(3)	08/06/2015	Common Stock	20,000
Non-qualified Stock Option (Right to Buy)	\$ 24.785		11/28/2012	M			3,247	(3)	08/06/2015	Common Stock	3,247
Non-qualified Stock Option (Right to Buy)	\$ 40.775		11/28/2012	M			12,811	(3)	08/06/2014	Common Stock	12,811
Non-qualified Stock Option (Right to Buy)	\$ 37.95		11/28/2012	M			4,420	(3)	07/27/2016	Common Stock	4,420
Non-qualified Stock Option (Right to Buy)	\$ 27.72		11/28/2012	M			20,535	(3)	08/06/2016	Common Stock	20,535
Non-qualified Stock Option (Right to Buy)	\$ 24.955		11/28/2012	M			10,129	(3)	08/04/2017	Common Stock	10,129

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUINN DAVID W 10627 BRIDGE HOLLOW CT. DALLAS, TX 75229		X		

## Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for David W. Quinn  
 11/29/2012  
 \*\*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.
  - (2) Reflects the receipt of 6,339 shares of Common Stock (which include shares for previously reported Dividend Equivalent Units which were rounded up to whole shares) received by the reporting person on August 7, 2012. Pursuant to the terms of the reporting person's

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Restricted Stock Unit Agreements, the Restricted Stock Units (which were awarded to the reporting person on July 27, 2004; August 4, 2005; and July 27, 2006) became payable upon the reporting person's reaching the retirement age under the issuer's retirement policy in effect on the award date.

(3) Shares vested immediately on the date the grant was awarded.

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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