

Devlin William R  
Form 4  
May 04, 2009

**FORM 4**

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

OMB APPROVAL

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**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

(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)  
04/30/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice President & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Restricted Common Stock Units (1)	04/30/2009		A		2,500	A	\$ 0 (1) 2,500
Restricted Common Stock Units (2)	04/30/2009		A		8.8715	A	\$ 0 (2) 2,508.8715
Common Stock							2,648 (3) D
							904 I By 401(k)



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On August 21, 2008, the reporting person was granted up to 2,500 Restricted Common Stock Units ("RSUs") subject to the Issuer's achievement of certain performance conditions for the nine months ending March 31, 2009. On April 30, 2009, the performance conditions were determined to have been satisfied such that 2,500 RSUs became vested and reportable on such date. The Restricted Common Stock Unit grant reported above represents these vested RSUs which will be issuable in shares of Common Stock on August 21, 2009.

- (2) The grant reported above represents RSUs accrued in connection with a cash dividend paid by Issuer on its Common Stock and as a result of certain dividend equivalent rights associated with the reporting person's existing RSUs, including the vested RSUs referred to in footnote (1) above.
- (3) Includes 143 shares of Common Stock issued to the reporting person on March 31, 2009 in connection with vested RSU grants previously disclosed by the reporting person.

- (4) On August 21, 2008, the reporting person was granted an option to purchase 14,000 shares of Common Stock, with vesting subject to the Issuer's achievement of certain performance conditions for the nine months ending March 31, 2009. On April 30, 2009, the performance conditions were determined to have been satisfied such that stock options vested as to 14,000 shares exercisable immediately.

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.