

EAGLE MATERIALS INC
 Form 4
 February 28, 2014

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 *
HIRSCH LAURENCE E

(Last) (First) (Middle)

3811 TURTLE CREEK
 BLVD., #250

(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)
02/27/2014

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)

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/27/2014		M	V	17,584 \$ 40.775	D	
Common Stock	02/27/2014		F	(1)	8,215 \$ 87.27 (2)	D	
Restricted Common Stock Units					11,118.2477	D	
Common Stock					5,173	I	By 2006 Hirsch Family

Common Stock	5,173	I	Partnership No. 1, Ltd. (4) By 2006 Hirsch Family Partnership No. 2, Ltd. (4)
Common Stock	1,213,121	I	By Highlander Partners, L.P.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 40.775	02/27/2014		M	17,584	(5) 08/06/2014	Common Stock	17,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIRSCH LAURENCE E 3811 TURTLE CREEK BLVD. #250 DALLAS, TX 75219	X			

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Laurence E.
Hirsch

02/28/2014

__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) 8,215 shares were withheld by Mr. Hirsch to pay for the exercise price in connection with the exercise of the Non Qualified Stock Option shown in Table II. As a result of this transaction, Mr. Hirsch acquired an additional 9,369 shares of Common Stock.
- (2) In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the exercise date.
- (3) Excludes an aggregate of 10,346 shares previously owned directly by the reporting person which were contributed to the family limited partnerships referred to in footnote (2) above on January 31, 2007.

Represents previously made separate gifts of limited partnership interests in 2006 Hirsch Family Partnership No. 1, Ltd. and 2006 Hirsch Family Partnership No. 2, Ltd. to two family trusts, the beneficiaries of which are children of the reporting person. The reporting person
- (4) disclaims beneficial ownership of the Common Stock held by these family partnerships except to the extent of his pecuniary interest therein.
- (5) 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. 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.