

Graass James H
 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 *
 Graass James H

(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)
 EVP & General Counsel

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)	
			Code	V	Amount	(A) or (D)	Price	
Restricted Common Stock Units (1)	04/30/2009		A		7,500	A	\$ 0 (1) 7,500	D
Restricted Common Stock Units (2)	04/30/2009		A		26.6146	A	\$ 0 (2) 7,526.6146	D
Common Stock							8,854 (3)	D
							742	I By 401(k)

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Common Stock Unit grant reported above represents these vested RSUs which will be issuable in shares of Common Stock on August 21, 2009.

- The grant reported above represents RSUs accrued in connection with a cash dividend paid by Issuer on its Common Stock and as a result
- (2) 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 1,407 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.

- On August 21, 2008, the reporting person was granted an option to purchase 48,000 shares of Common Stock, with vesting subject to the
- (4) 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 48,000 shares exercisable immediately.

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