ESSL GERALD J Form 4 June 29, 2011

# FORM 4

## **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ESSL GERALD J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(First) (Middle) (Last)

(Street)

(State)

EAGLE MATERIALS INC [EXP]

(Check all applicable)

**Executive Vice President** 

3811 TURTLE CREEK

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

06/27/2011

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

BLVD., STE #1100

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

**DALLAS, TX 75219** 

(City) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amour Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securit** Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Derivative Security		(Month/Day/Year)	(Instr.	8)	or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (Right to Buy)	\$ 27.53 (1)	06/27/2011		A		28,569		(2)	06/27/2021	Common Stock	28,5

(M. 4/D. /W. ) (T. (0) A . : 1/A)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ESSL GERALD J 3811 TURTLE CREEK BLVD. STE #1100 DALLAS, TX 75219

**Executive Vice President** 

## **Signatures**

/s/ Scott M. Wilson as Attorney-in-Fact for Gerald J. Essl

06/29/2011

\*\*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) In accordance with the issuer's Incentive Plan, this price represents the closing price per share of Common Stock on the grant date.
- (2) This option award will vest as follows: 9,523 shares on 06/27/2012; 9,523 shares on 06/27/2013; and 9,523 shares on 06/27/2014.

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. Order:none">\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).(1)These shares of common stock have been purchased by Solar Capital LLC pursuant to a limit order to purchase up to \$10 million in common stock in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.(2)Mr. Gross may be considered to have beneficial ownership of these shares of common stock held by Solar Capital LLC. Mr. Gross disclaims beneficial ownership of any shares in which he does not have any pecuniary interest.

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