

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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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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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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