Kesler Dale Craig Form 4 January 26, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

OMB APPROVAL

2005

January 31, Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

EAGLE MATERIALS INC [EXP]

Symbol

1(b).

(Print or Type Responses)

Kesler Dale Craig

1. Name and Address of Reporting Person *

											(Chec	k all applicable	i)		
(Las	st)	(First)	(Mic	ddle)	3. Date of	Earliest	Tra	nsaction							
				(Month/Day/Year)						Director	10%	Owner			
3811 TURTLE CREEK					01/24/20)12					_X_ Officer (give title Other (specify				
BLVD.	SUI								below) below)						
							E	VP and CFO							
(Street) 4					4. If Amer	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						
DALLAS, TX 75219											Form filed by More than One Reporting Person				
(City	y)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										ly Owned			
1.Title of	f	2. Transaction	Date	2A. Dee	med	3.		4. Securitie	s Acq	uired	5. Amount of	6.	7. Nature of		
Security		(Month/Day/Y	ear)	Execution	on Date, if	Transactio		on(A) or Disp	osed o	of (D)	Securities	Ownership	Indirect		
(Instr. 3) any				-	Code (Instr. 3, 4 and 5)						Beneficially	Form: Direct			
				(Month/	Day/Year)	(ear) (Instr. 8)					Owned	(D) or	Ownership		
										Following	Indirect (I)	(Instr. 4)			
									(A)		Reported	(Instr. 4)			
									or		Transaction(s) (Instr. 3 and 4)				
						Code	V	Amount	(D)	Price	(IIISti. 3 and 4)				
Restric	ted														
Commo	on	01/04/0010						26.4504		\$0	7.716.0700	ъ			
Stock U	Units	01/24/2012				A		26.4594	A	(1)	7,716.8782	D			
(1)										_					
															
Commo	on										27.741	D			
Stock											27,741	D			
C															
Commo	on										1,062	I	By 401(k)		
Stock											,		3 - ()		
Commo	on														
Stock	011										160	I	By IRA		
Stock															

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/Year)		Underlying		Security	,
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securi	ties	(Instr. 5)]	
		Derivative				Securities		(Instr. 3 and 4)			(
		Security				Acquired						J
						(A) or						J
						Disposed						7
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date Expiration Exercisable Date	Expiration		Number		
									of			
				Code V	V (A) (D)				Shares			
					Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kesler Dale Craig 3811 TURTLE CREEK BLVD. SUITE 1100 DALLAS, TX 75219

EVP and CFO

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Dale Craig Kesler

01/26/2012

**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 grant reported above represents Restricted Common Stock Units ("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.

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.

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