

EAGLE MATERIALS INC
Form 4
April 25, 2006

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Devlin William R

2. Issuer Name **and** Ticker or Trading
Symbol
EAGLE MATERIALS INC
[[EXP/EXPB]]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3811 TURTLE CREEK BLVD, STE
1100

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Vice President & Controller

(Street)
DALLAS, TX 75219

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price
Restricted Common Stock Units (1)	04/21/2006		A		1,705	A	\$ 0
Common Stock (2)					127 (2)	I	

By 401(k)
Plan

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 (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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 34.667	04/21/2005		A	4,892	⁽³⁾ 11/08/2012	Common Stock	4,892

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Devlin William R
3811 TURTLE CREEK BLVD, STE 1100
DALLAS, TX 75219

Vice President & Controller

Signatures

/s/ James H. Graass as Attorney-in-Fact for William R. Devlin

04/25/2006

____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) On November 8, 2005, the reporting person was granted up to 2,196 Restricted Common Stock Units subject to the satisfaction of certain performance conditions. On April 21, 2006, the performance conditions as of March 31, 2006 were determined to have been satisfied such that 1,705 Restricted Common Stock Units became vested and reportable on such date. The remaining Restricted Common Stock Units have been forfeited. The Restricted Common Stock Unit grant reported above represents these vested Restricted Common Stock Units which are issuable in shares of common stock as follows: one-third of the common stock is issuable immediately; one-third becomes issuable on March 31, 2007; and the remaining one-third becomes issuable on March 31, 2008. The number of shares of common stock underlying such RSUs has been adjusted to reflect a 3-for-1 stock split in the form of a 200% dividend paid by the Company on February 24, 2006.

(2) The number of shares of Common Stock reflects a 3-for-1 stock split in the form of a 200% dividend paid by the Issuer on February 24, 2006. In addition, on April 11, 2006, the shareholders of the Issuer approved an amendment to its restated certificate of incorporation to reclassify its existing Common Stock and Class B Common Stock into a new class of common stock. As a result, all of the reporting person's outstanding shares now represent shares of the Issuer's new class of common stock.

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- (3) On November 8, 2005, the reporting person was granted an option to purchase 6,300 shares of Common Stock. On April 21, 2006, the performance conditions as of March 31, 2006 were determined to have been satisfied such that Stock Options vested as to 4,892 shares exercisable as follows: one-third exercisable immediately, one-third exercisable on March 31, 2007; and one-third exercisable on March 31, 2008. The remaining options to purchase shares have been forfeited. The number of shares of common stock underlying such stock options and the exercise price have been adjusted to reflect a 3-for-1 stock split in the form of a 200% dividend paid by the Company on February 24, 2006.

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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