

Graass James H
 Form 4
 April 04, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Graass James H

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)
 3811 TURTLE CREEK BLVD., STE #1100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & General Counsel

DALLAS, TX 75219
 (City) (State) (Zip)

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

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	04/02/2018		F	V Amount (D) Price 1,778 D 103.05 \$ <u>(1)</u>	52,587 ⁽²⁾	D	
Common Stock					1,042	I	By 401(k)
Common Stock					543	I	By Reporting Person's IRA

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 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 Acquired (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graass James H 3811 TURTLE CREEK BLVD. STE #1100 DALLAS, TX 75219			EVP & General Counsel	

Signatures

/s/ James H.
Graass
04/04/2018
Date

**Signature of Reporting Person

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 Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the previous trading day.
 - (2) 1,778 shares were withheld by the issuer to satisfy income tax withholding requirements related to the lapsing of restrictions on (a) 992 shares of restricted stock awarded to the reporting person on May 18, 2017 (Form 4 filed on 5/22/2017); (b) 684 shares of restricted stock awarded to the reporting person on May 20, 2016 (Form 4 filed on 5/24/2016); (c) 871 shares of restricted stock awarded to the reporting person on June 10, 2015 (Form 4 filed on 5/10/2016); (d) 858 shares of restricted stock awarded to the reporting person on 6/03/2014 (Form 4 filed on 5/7/2015) and (e) 1,116 shares of restricted stock awarded to the reporting person on 8/12/2013 (Form 4 filed on 5/08/2014). Because the reporting person's restricted holdings have been included in the direct ownership Common Stock disclosed by the reporting person, the reporting person's direct ownership of Common Stock has been reduced by 1,778 shares to reflect this tax

Edgar Filing: Graass James H - Form 4

withholding.

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.