

Powers David B
Form 4
May 04, 2009

FORM 4

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

OMB APPROVAL

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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 *
Powers David B

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.,
#1100

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(Street)
DALLAS, TX 75219

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)
Restricted Common Stock Units (1)	04/30/2009		A	7,500	A \$ 0 (1) 7,500	D	
Restricted Common Stock Units (2)	04/30/2009		A	26.6146	A \$ 0 (2) 7,526.6146	D	
Common Stock					5,665 (3)	D	
					1,485	I	By 401(k)

Common
Stock

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Non-Qualified Stock Option (Right to Buy)	\$ 26.695	04/30/2009		A	48,000	(4)	08/21/2015	Common Stock	48,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Powers David B 3811 TURTLE CREEK BLVD., #1100 DALLAS, TX 75219			Executive Vice President	

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for David B. Powers

 **Signature of Reporting Person
 05/04/2009
 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 August 21, 2008, the reporting person was granted up to 7,500 Restricted Common Stock Units ("RSUs") subject to the Issuer's achievement of certain performance conditions for the nine months ending March 31, 2009. On April 30, 2009, the performance conditions were determined to have been satisfied such that 7,500 RSUs became vested and reportable on such date. The Restricted Common Stock Unit grant reported above represents these vested RSUs which will be issuable in shares of Common Stock on August 21, 2009.

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- The grant reported above represents RSUs accrued in connection with a cash dividend paid by Issuer on its Common Stock and as a result
- (2) of certain dividend equivalent rights associated with the reporting person's existing RSUs, including the vested RSUs referred to in footnote (1) above.
 - (3) Includes 333 shares of Common Stock issued to the reporting person on March 31, 2009 in connection with vested RSU grants previously disclosed by the reporting person.

- On August 21, 2008, the reporting person was granted an option to purchase 48,000 shares of Common Stock, with vesting subject to the
- (4) Issuer's achievement of certain performance conditions for the nine months ending March 31, 2009. On April 30, 2009, the performance conditions were determined to have been satisfied such that stock options vested as to 48,000 shares exercisable immediately.

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.