

EAGLE MATERIALS INC  
Form 4  
March 22, 2016

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
HIRSCH LAURENCE E

(Last) (First) (Middle)

3811 TURTLE CREEK  
BLVD., #250

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/18/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 03/18/2016                           |  | M                              |   | 25,352 A \$ 27.72   | 69,218   | D   |
| Common Stock                    | 03/18/2016                           |  | M                              |   | 6,239 A \$ 37.95  | 75,457   | D   |
| Common Stock                    | 03/18/2016                           |  | F                              |   | 13,793 (1) D \$ 68.11 (2)   | 61,664   | D   |
| Restricted Common Stock Units   |                                      |  |                                |   |   | 11,237.9914  | D   |

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|              |           |   |   |
|--------------|-----------|---|---|
| Common Stock | 5,173     | I | By 2006 Hirsch Family Partnership No. 1, Ltd. |
| Common Stock | 5,173     | I | By 2006 Hirsch Family Partnership No. 2, Ltd. |
| Common Stock | 1,153,121 | I | By Highlander Partners, L.P.                  |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Non Qualified Stock Option (Right to Buy)  | \$ 27.72   | 03/18/2016                           |  | M                              | 25,352  | <sup>(3)</sup> 08/06/2016                                | Common Stock 25,352   |
| Non Qualified Stock Option (Right to Buy)  | \$ 37.95   | 03/18/2016                           |  | M                              | 6,239   | <sup>(3)</sup> 07/27/2016                                | Common Stock 6,239  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HIRSCH LAURENCE E<br>3811 TURTLE CREEK BLVD.<br>#250<br>DALLAS, TX 75219 | X             |           |         |       |

## Signatures

/w/ Scott M. Wilson as Attorney-in-Fact for Laurence E.  
Hirsch

03/22/2016

\_\_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) 13,793 shares were withheld by Mr. Hirsch to pay for the exercise prices in connection with the exercise of the Non Qualified Stock Options shown in Table II. As a result of these transactions, Mr. Hirsch acquired an additional 17,798 shares of Common Stock.
  - (2) In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the exercise 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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