

Devlin William R
Form 4
May 02, 2007

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 *
Devlin William R

(Last) (First) (Middle)
3811 TURTLE CREEK
BLVD., SUITE 1100
(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)
04/30/2007

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)
Vice President & Controller

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 Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|----------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Restricted Common Stock Units <u>(1)</u> | 04/30/2007 | | A | | 408 | A | \$ 0 408 <u>(1)</u> | D | | |
| Common Stock | | | | | | | | 1,281 | D | |
| Common Stock | | | | | | | | 435 | 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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SEC 1474 (9-02)

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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) | \$ 62.83 | 04/30/2007 | | A | 2,012 | (2) 05/09/2016 | Common Stock | 2,012 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Devlin William R 3811 TURTLE CREEK BLVD. SUITE 1100 DALLAS, TX 75219 | | | Vice President & Controller | |

Signatures

/s/ James H. Graass as Attorney-in-Fact for William R. Devlin
 **Signature of Reporting Person
 Date: 05/02/2007

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 May 9, 2006, the reporting person was granted up to 1,223 Restricted Common Stock Units subject to the satisfaction of certain performance conditions. On April 30, 2007, the performance conditions as of March 31, 2007 were determined to have been satisfied such that 408 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, 2008; and the remaining one-third becomes issuable on March 31, 2009.
- (2) On May 9, 2006 the reporting person was granted an option to purchase 2,426 shares of Common Stock. On April 30, 2007, the performance conditions as of March 31, 2007 were determined to have been satisfied such that stock options vested as to 2,012 shares exercisable as follows: one-third exercisable immediately, one-third exercisable on March 31, 2008; and one-third exercisable on March 31, 2009.

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31, 2009. The remaining options to purchase shares remain unvested until performance conditions are met.

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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