

EAGLE MATERIALS INC

Form 15-12B

April 11, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 15

Certification and Notice of Termination of Registration under Section 12(g) of the Securities Exchange Act of 1934 or Suspension of Duty to File Reports Under Sections 13 and 15(d) of the Securities Exchange Act of 1934.

Commission File Number: 001-12984

EAGLE MATERIALS INC.

(Exact name of registrant as specified in its charter)

3811 Turtle Creek Blvd., Suite 1100

Dallas, Texas 75219

(214) 432-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Class B Common Stock, par value \$0.01

(Title of each class of securities covered by this Form)

Common Stock, par value \$0.01

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|-------------------------------------|----------------------|--------------------------|
| Rule 12g-4(a)(1)(i) | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(2)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i) | <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/> | Rule 12h-5 | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> | Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934, Eagle Materials Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: April 11, 2006

By: /s/ Arthur R. Zunker, Jr.

Arthur R. Zunker, Jr.

Senior Vice President Finance and
Treasurer