

EAGLE MATERIALS INC  
Form 4  
August 08, 2014

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NICOLAIS MICHAEL R

(Last) (First) (Middle)

3811 TURTLE CREEK BLVD.,  
SUITE 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)  
08/07/2014

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |            |   |  |
|---------------------------------------|---|---|---|--|--|--|---|------------|---|--|
|                                       |   |   | Code                                    | V  | Amount<br>(A)<br>or<br>(D)   | Price  |   |            |   |  |
| Common<br>Stock                       | 08/07/2014                              |   | A                                       |  | 232 (1)  | A  | \$ 0  | 10,012     | D |  |
| Restricted<br>Common<br>Stock Units   |   |   |   |  |  |  |   | 3,776.8212 | D |  |
| Common<br>Stock                       |   |   |   |  |  |  |   | 1,550      | I | By Profit<br>Sharing<br>Plan of<br>Reporting<br>Person's<br>Employer |

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|              |       |   |  |
|--------------|-------|---|--|
| Common Stock | 3,500 | I | By Reporting Person's IRA                        |
| Common Stock | 1,386 | I | By wife's IRA                                    |
| Common Stock | 555   | I | By wife as custodian for daughter <sup>(2)</sup> |
| Common Stock | 555   | I | By wife as custodian for son <sup>(2)</sup>      |

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.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Non-qualified Stock Option (Right to Buy)  | \$ 91.95 <sup>(3)</sup>                                | 08/07/2014                           |  | A                              | 1,789   | 08/07/2014 08/07/2024                                    | Common Stock 1,789  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| NICOLAIS MICHAEL R<br>3811 TURTLE CREEK BLVD., SUITE 250<br>DALLAS, TX 75219 | X                                |

## Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Michael R.  
Nicolais

08/08/2014

\_\_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).

On August 7, 2014, the reporting person was granted 232 shares of restricted stock. The restriction will lapse when the director's service  
(1) on the Board terminates because of the director's death or the director's retirement in accordance with the Company's director retirement policy or earlier with the consent of the Board.

These shares are held by wife as custodian for the reporting person's children. The reporting person disclaims beneficial ownership of  
(2) these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 of the Exchange Act or for any other purpose.

In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock  
(3) on the grant date.

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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