

EAGLE MATERIALS INC

Form 3

April 08, 2016

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â Metcalf Keith W

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/31/2016

3. Issuer Name **and** Ticker or Trading Symbol  
EAGLE MATERIALS INC [EXP]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other

(give title below) (specify below)

President (American Gypsum)

6. Individual or Joint/Group  
Filing(Check Applicable Line)☒ X Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person3811 TURTLE CREEK BLVD.,  
SUITE 1100

(Street)

DALLAS,Â TXÂ 75219

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

36,855 <sup>(1)</sup>

D

Â

Common Stock

3,938

I

By 401(k)

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of5. Ownership  
Form of  
Derivative6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (Right to Buy)	Â (2)	05/09/2016	Common Stock	2,683	\$ 62.83	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (3)	06/27/2021	Common Stock	12,887	\$ 27.53	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (4)	06/19/2022	Common Stock	23,057	\$ 33.69	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (5)	08/12/2023	Common Stock	5,761	\$ 67.21	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (6)	06/03/2024	Common Stock	4,685	\$ 87.37	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (7)	06/10/2025	Common Stock	12,116	\$ 81.56	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (8)	01/01/2026	Common Stock	15,000	\$ 60.43	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Metcalf Keith W 3811 TURTLE CREEK BLVD., SUITE 1100 DALLAS, TX 75219	Â	Â	Â President (American Gypsum)		Â

## Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Keith W.  
Metcalf

04/08/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) This number includes the following restricted shares: (a) 590 shares remaining from a grant awarded to the reporting person on 6/19/2012, the restrictions on which will lapse on 3/17/2017; (b) 2,678 shares remaining from a grant awarded to the reporting person on 8/12/2013, the restrictions on which will lapse ratably on March 31 of 2017 and 2018; and (c) 3,090 shares remaining from a grant awarded to the reporting person on 6/3/2014, the restrictions on which will lapse ratably on March 31 of 2017, 2018 and 2019.

(2) On May 9, 2006, the reporting person was granted an option to purchase up to 3,235 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2007. 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 2,683 shares and currently all of these options are exercisable.

(3) On June 27, 2011 the reporting person was granted an option to purchase up to 19,287 shares of Common Stock and currently 12,887 of these options remain exercisable.

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- (4) On June 19, 2012 the reporting person was granted an option to purchase up to 23,057 shares of Common Stock and currently all of these options are exercisable.
- (5) On August 12, 2013, the reporting person was granted an option to purchase up to 5,761 shares of Common Stock. Currently 3,841 options are exercisable and the remaining 1,920 options become exercisable on August 12, 2016.  
On June 3, 2014, the reporting person was granted an option to purchase up to 4,685 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured as the end of fiscal 2015. On May 5, 2015, the performance vesting criteria were determined to have been satisfied such that all of such options became earned on such date. Currently 3,124 options are exercisable and the remaining 1,561 options become exercisable on March 31, 2017.
- (6) On June 10, 2015, the reporting person was granted an option to purchase up to 12,116 shares of Common Stock that will vest as follows: 4,039 shares on June 10, 2016; 4,039 shares on June 10, 2017; and 4,038 shares on June 10, 2018.
- (7) On January 1, 2016, the reporting person was granted an option to purchase up to 15,000 shares of Common Stock; the options vesting ratably over 5 years beginning on January 1, 2017.

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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