

NICOLAIS MICHAEL R  
 Form 4  
 December 22, 2010

**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 \*  
**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)  
 12/20/2010

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 (A) or (D) Price			
Common Stock	12/20/2010		M	3,000 A \$ 9.9064	11,388	D	
Common Stock	12/20/2010		S <sup>(1)</sup>	3,000 D \$ 28	8,388	D	
Common Stock					1,550	I	By Profit Sharing Plan of Reporting Person's Employer
Common					3,500	I	By

Stock			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>
Restricted Common Stock Units	3,643.2807	D	

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 9.9064	12/20/2010		M	3,000	<sup>(3)</sup> 07/16/2011	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NICOLAIS MICHAEL R  
3811 TURTLE CREEK BLVD., SUITE 250 X  
DALLAS, TX 75219

## Signatures

/s/ James H. Graass as Attorney-in-Fact for Michael R.  
Nicolais

12/22/2010

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

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.

(3) Shares vested upon achievement of certain levels of operating earnings and return on average net assets.

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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