

# **EAGLE MATERIALS INC**

**Reported by**  
**POWERS DAVID B**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 09/20/19 for the Period Ending 09/19/19

Address    5960 BERKSHIRE LANE  
              SUITE 900  
              DALLAS, TX, 75225

Telephone    214-432-2000

              CIK    0000918646

Symbol    EXP

SIC Code    3241 - Cement, Hydraulic

Industry    Construction Materials

Sector    Basic Materials

Fiscal Year    03/31

# 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).

OMB APPROVAL  
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> <b>Powers David B</b> (Last) (First) (Middle) <b>5960 BERKSHIRE LN, STE 900</b> (Street) <b>DALLAS, TX 75225</b> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>EAGLE MATERIALS INC [ EXP ]</b>				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
			3. Date of Earliest Transaction (MM/DD/YYYY) <b>9/19/2019</b>							
			4. If Amendment, Date Original Filed (MM/DD/YYYY)				6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	9/19/2019		M		7681 <span style="color: blue;">(1)</span>	A	\$67.21	94521	D	
Common Stock	9/19/2019		S		7681 <span style="color: blue;">(1)</span>	D	\$90.00 <span style="color: blue;">(2)</span>	86840	D	
Common Stock								1503	I	By 401(k)

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Code	V					
Non-Qualified Stock Option (Right to Buy)	\$67.21	9/19/2019		M	7681		<span style="color: blue;">(3)</span>	8/12/2023	Common Stock	7681	\$0.00	0

#### Explanation of Responses:

- (1) This transaction was executed in accordance with the terms of a 10b5-1 trading plan previously adopted by the reporting person on June 19, 2019 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (2) This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$90.00 to \$90.02. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
- (3) Shares vested ratably on anniversaries of the date of grant.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Powers David B</b> <b>5960 BERKSHIRE LN, STE 900</b> <b>DALLAS, TX 75225</b>	X			

#### Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for David B. Powers

9/20/2019

<sup>\*\*</sup>Signature of Reporting Person

Date

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

\* 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).

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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