

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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Metcalf Keith W		(Month/Day/Year)	EAGLE MATERIALS INC [EXP]	
(Last)	(First)	(Middle)	03/31/2016	
3811 TURTLE CREEK BLVD.,			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
SUITE 1100				
(Street)			(Check all applicable)	
DALLAS,Â TXÂ 75219			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			President (American Gypsum)	<input type="checkbox"/> Form filed by More than One Reporting Person

**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)

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**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 of	5. Ownership Form of Derivative	6. 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.
- (8)

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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