

EAGLE MATERIALS INC
Form 4
June 03, 2016

FORM 4

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

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, 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)

06/01/2016

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 or Price (A) or (D) | | |
| Common Stock | 06/01/2016 | | M | | 1,964 A \$ 37.95 | 14,397 | D |
| Common Stock | 06/01/2016 | | M | | 8,149 A \$ 27.72 | 22,546 | D |
| Common Stock | 06/01/2016 | | F | | 3,774 (1) D \$ 79.59 (2) | 18,772 | D |
| Restricted Common Stock Units | | | | | | 3,813.6858 | D |
| | | | | | | 1,550 | I |

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| | | | | | | | |
|--------------|--|--|--|--|-------|---|---|
| Common Stock | | | | | | | By Profit Sharing Plan of Reporting Person's Employer |
| 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 ⁽³⁾ |
| Common Stock | | | | | 555 | I | By wife as custodian for son ⁽³⁾ |

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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Non Qualified Stock Option (Right to Buy) | \$ 27.72 | 06/01/2016 | | M | 8,149 | ⁽⁴⁾ 08/06/2016 | Common Stock | 8,149 |

| | | | | | | | | |
|---|----------|------------|---|-------|-----|------------|-----------------|-------|
| Non Qualified Stock Optin (Right to Buy) | \$ 37.95 | 06/01/2016 | M | 1,964 | (4) | 07/27/2016 | Common Stock | 1,964 |
|---|----------|------------|---|-------|-----|------------|-----------------|-------|

Reporting Owners

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

Signatures

| | |
|--|------------|
| /s/ Scott M. Wilson as Attorney-in-Fact for Michael R. Nicolais | 06/03/2016 |
| __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) 3,774 shares were withheld by Mr. Nicolais to pay for the exercise prices in connection with the exercise of the Non Qualified Stock Options shown in Table II. As a result of these transactions, Mr. Nicolais acquired an additional 6,339 shares of Common Stock.
- (2) In accordance with the issuer's Amended and Restated Incentive Plan, this price represents the closing price per share of Common Stock on the exercise date.

These shares are held by wife as custodian for the reporting person's children. The reporting person disclaims beneficial ownership of
- (3) 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.
- (4) Shares vested immediately on the date the grant was awarded.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.