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EAGLE MATERIALS INC

Form 4

March 20, 2008

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

OMB APPROVAL

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CLARKE ROBERT L			Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			EAGLE MATERIALS INC [[EXP]]			(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest T	ransaction					
			(Month/D	ay/Year)		_X_	_ Director	10%	Owner	
711 LOUISIANA			03/18/2008				Officer (give title below) Other (s			
(Street)			4. If Amendment, Date Original			6. In	6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Yea	r)		icable Line) Form filed by One	e Reporting Pe	erson	
HOUSTON,	TX 77002					F Perso	Form filed by Mor on	re than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative Securities Ac	quired	, Disposed of, o	or Beneficial	ly Owne	
1.Title of	2. Transaction	Date 2A. Dee	emed	3.	4. Securities Acquired	(A) 5	5. Amount of	6.	7. Nat	
G .,	(M =41- /D /N/	\ E	D-4- :c	T	D' 1 ((D)		N 14!	O	T., J.,	

(,)	()	Table	e I - Non-D	erivative	Secur	ities Acquir	ed, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	` ′	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)
Common Stock	03/18/2008		Code V M	Amount 9,933	(D)	\$ 11.0428	44,487	D	
Restriction Common Stock Units							7,835.229	D	

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e Expiration D (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares	
Non-qualified Stock Option (Right to Buy)	\$ 11.0428	03/18/2008		M	9,933	<u>(1)</u>	04/01/2008	Common Stock	9,933	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CLARKE ROBERT L 711 LOUISIANA HOUSTON, TX 77002	X							

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Robert L.
Clarke 03/20/2008

**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) Shares vested upon achievement of certain levels of operating earnings and return on average net assets. Any unvested options automatically vested after nine years and nine months.

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.

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