CLARKE ROBERT L

Form 4

October 10, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

| 1. Name and Address of Reporting Person * CLARKE ROBERT L | | | 2. Issuer Name and Ticker or Trading Symbol EAGLE MATERIALS INC [[EXP]] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|----------|----------|--|---|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check an applicable) |
| 711 LOUISIANA | | | (Month/Day/Year) 10/06/2006 | X Director 10% Owner Officer (give title below) Other (specify below) |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check |
| | | | Filed(Month/Day/Year) | Applicable Line) |
| HOUSTON, TX 77002 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |

| (City) | (State) (Z | Zip) Table | I - Non-D | erivative S | Securi | ities Acqu | uired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|--|--------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common | | | Code V | Amount | (D) | Price \$ | (Instr. 3 and 4) | | |
| Stock | 10/06/2006 | | P | 1,700 | A | 33.13 | 26,954 | D | |
| Common Stock | 10/06/2006 | | P | 1,700 | A | \$ 33.14 | 28,654 | D | |
| Common Stock | 10/06/2006 | | P | 1,000 | A | \$ 33.15 | 29,654 | D | |
| Common Stock | 10/06/2006 | | P | 200 | A | \$ 33.16 | 29,854 | D | |
| Common Stock | 10/06/2006 | | P | 600 | A | \$ 33.17 | 30,454 | D | |
| | 10/06/2006 | | P | 2,300 | A | | 32,754 | D | |

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| Common Stock | | | | | \$ 33.18 | | |
|-------------------------------------|------------|---|-------|---|-------------|-------------------|---|
| Common Stock | 10/06/2006 | P | 1,200 | A | \$ 33.19 | 33,954 | D |
| Common Stock | 10/06/2006 | P | 1,300 | A | \$ 33.2 | 35,254 | D |
| Restricted Common Stock Units | | | | | | 7,617.3967 (1) | D |

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | ç |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|----------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | , |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) | J |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| | Security | | | | Acquired | | | | | |] |
| | • | | | | (A) or | | | | | | J |
| | | | | | Disposed | | | | | | - |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|--|
| reporting 6 wher runne / runness | Director | 10% Owner | Officer | Other | | | | |
| CLARKE ROBERT L 711 LOUISIANA HOUSTON, TX 77002 | X | | | | | | | |

Signatures

/s/ James H. Graass as Attorney-in-Fact for Robert L. Clarke

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- The Restricted Common Stock Units are payable in shares of Common Stock when the non-employee director's service on the board (1) terminates because of the director's death or the director's retirement in accordance with the Company's Director Retirement Policy or earlier with the consent of the Compensation Committee.

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.