

EAGLE MATERIALS INC

Form 8-K

May 22, 2007

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):  
**May 16, 2007**

**Eagle Materials Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12984**  
(Commission File Number)

**75-2520779**  
(IRS Employer  
Identification No.)

**3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas**  
(Address of principal executive offices)

**75219**  
(Zip code)

Registrant's telephone number including area code: **(214) 432-2000**

**Not Applicable**

(Former name or former address if changed from last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**5.02(e).**

On May 16, 2007, the Compensation Committee of the Board of Directors of Eagle Materials Inc., a Delaware corporation (the "Company"), approved certain compensation arrangements set forth below with the persons (the "Named Officers") who are anticipated to be listed in the Summary Compensation Table in the Proxy Statement for the Company's 2007 Annual Meeting of Stockholders.

The Compensation Committee approved an annual incentive bonus for fiscal 2007 for Mr. Steven R. Rowley, President and Chief Executive Officer of \$1,456,912.10. This annual incentive bonus was paid under the terms of the Eagle Materials Salaried Incentive Compensation Program for Fiscal 2007. In addition, the Compensation Committee approved a base salary for fiscal 2008 for Mr. Rowley of \$750,000.

The Compensation Committee also approved the Eagle Materials Inc. Salaried Incentive Compensation Program for Fiscal Year 2008 (the "Eagle Plan"). A copy of the Eagle Plan is attached to this Report as Exhibit 10.1. Under the terms of the Eagle Plan, a pool of 1.2% of the Company's earnings before interest and taxes for fiscal 2008 is available to pay annual bonuses to participating officers, subject to reduction based on individual performance in fiscal 2008. The Compensation Committee also determined the applicable percentage of the bonus pool available for payment of the annual incentive bonus to the CEO and the other Named Officers participating in the Eagle Plan (Mr. Rowley, President and Chief Executive Officer 40%; Mr. Arthur R. Zunker, Senior Vice President and Treasurer 20%; and Mr. James H. Graess, Executive Vice President and General Counsel 15%).

The remaining Named Officers (Mr. Gerry J. Essl, Executive Vice President - Cement and Concrete/Aggregates and Mr. David B. Powers, Executive Vice President - Gypsum), participate in subsidiary incentive compensation plans pursuant to which a percentage of the operating earnings of the applicable subsidiary (or group of subsidiaries) is available for payment of bonuses to the participating employees. Mr. Essl participates in the Eagle Materials Inc. Cement Companies Salaried Incentive Compensation Program for Fiscal Year 2008 (a copy which is attached to this Report as Exhibit 10.2) and the Eagle Materials Inc. Concrete and Aggregates Companies Salaried Incentive Compensation Program for Fiscal Year 2008 (a copy of which is attached to this Report as Exhibit 10.3). In the plans in which Mr. Essl participates, the Compensation Committee approved the percentage of operating earnings of each of the Company's cement, and concrete/aggregates subsidiaries for fiscal 2008 which is available for payment of bonuses to participating employees (2.25%) and the percentage of such bonus pool available for payment to Mr. Essl at the end of fiscal 2008 (22%), subject to reduction based on Mr. Essl's individual performance. Mr. Powers participates in the American Gypsum Company Salaried Incentive Compensation Program for Fiscal Year 2008 (a copy which is attached to this Report as Exhibit 10.4). In the case of Mr. Powers, the Compensation Committee approved the percentage of American Gypsum's operating earnings available for payment of annual bonuses to participating American Gypsum employees (2.25%) and the percentage of such bonus pool available for payment to Mr. Powers at the end of fiscal 2008 (22%), subject to reduction based on Mr. Powers' individual performance.

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**Item 9.01 Financial Statements and Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Eagle Materials Inc. Salaried Incentive Compensation Program for Fiscal Year 2008
10.2	Eagle Materials Inc. Cement Companies Salaried Incentive Compensation Program for Fiscal Year 2008
10.3	Eagle Materials Inc. Concrete and Aggregates Salaried Incentive Compensation Program for Fiscal Year 2008
10.4	American Gypsum Company Salaried Incentive Compensation Program for Fiscal Year 2008

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

EAGLE MATERIALS INC.

By: /s/ Arthur R. Zunker, Jr.

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Senior Vice President Finance and Treasurer

Date: May 22, 2007