

EAGLE BANCORP INC  
 Form 4  
 September 28, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 FLYNN MICHAEL THOMAS

(Last) (First) (Middle)

10221 CHAPEL RD

(Street)

POTOMAC, MD 20854

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 EAGLE BANCORP INC [EGBN]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/27/2012

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)  
 EVP/COO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/27/2012		M	3,980	A \$ 6.34	10,896	D
Common Stock	09/28/2012		M	901	A \$ 10.35	11,797	D
Common Stock	09/27/2012		S	1,399	D \$ 16.88	10,398	D
Common Stock	09/27/2012		S	174	D \$ 16.9	10,224	D
Common Stock	09/27/2012		S	226	D \$ 16.91	9,998	D

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Common Stock	09/27/2012	S	300	D	\$ 16.92	9,698	D	
Common Stock	09/27/2012	S	305	D	\$ 16.95	9,393	D	
Common Stock	09/27/2012	S	300	D	\$ 16.96	9,093	D	
Common Stock	09/27/2012	S	303	D	\$ 16.98	8,790	D	
Common Stock	09/27/2012	S	845	D	\$ 16.99	7,945	D	
Common Stock	09/27/2012	S	128	D	\$ 17	7,817	D	
Common Stock	09/28/2012	S	900	D	\$ 16.89	6,917	D	
Common Stock	09/28/2012	S	1	D	\$ 16.89	6,916	D	
Common Stock						257	I	Spouse's IRA

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (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
2006 Stock Plan Option	\$ 6.34	09/27/2012		M	3,980	01/08/2009 01/08/2019	Common Stock	3,980
	\$ 10.35	09/28/2012		M	901	01/24/2004 01/24/2014		901

1998  
 Stock  
 Option  
 Plan  
 Option

Common  
 Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLYNN MICHAEL THOMAS 10221 CHAPEL RD POTOMAC, MD 20854			EVP/COO	

## Signatures

/s/ Michael T.

Flynn

09/28/2012

\*\*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).

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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