

EAGLE BANCORP INC
Form 4
September 28, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

EVP/COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount (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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(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 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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