

EAGLE BANCORP INC
Form 4
May 18, 2015

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 *
PINCUS ROBERT P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/15/2015		S		1,600 D \$ 38.72	86,312	D
Common Stock	05/15/2015		S		100 D \$ 38.725	86,212	D
Common Stock	05/15/2015		S		100 D \$ 38.73	86,112	D
Common Stock	05/15/2015		S		300 D \$ 38.74	85,812	D
Common Stock	05/15/2015		S		1,200 D \$ 38.745	84,612	D
	05/15/2015		S		200 D	84,412	D

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Common Stock						\$ 38.7475			
Common Stock	05/15/2015		S	3,663	D	\$ 38.75	80,749	D	
Common Stock	05/15/2015		S	822	D	\$ 38.79	79,927	D	
Common Stock	05/15/2015		S	100	D	\$ 38.795	79,827	D	
Common Stock	05/15/2015		S	700	D	\$ 38.8	79,127	D	
Common Stock	05/15/2015		S	600	D	\$ 38.805	78,527	D	
Common Stock	05/15/2015		S	2,178	D	\$ 38.81	76,349	D	
Common Stock	05/15/2015		S	100	D	\$ 38.815	76,249	D	
Common Stock	05/15/2015		S	2,000	D	\$ 38.87	74,249	D	
Common Stock	05/15/2015		S	504	D	\$ 38.88	73,745	D	
Common Stock	05/15/2015		S	1,800	D	\$ 38.9	71,945	D	
Common Stock							55,711	I	By IRA for self
Common Stock							10,041	I	By LLC
Common Stock							2,274	I	By spouse

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PINCUS ROBERT P			X	

Signatures

/s/ Robert P.
Pincus

05/18/2015

**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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