#### **EAGLE BANCORP INC**

Form 4

September 28, 2012

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FLYNN MICHAEL THOMAS

FLINN MICHAEL IHOMAS			Symbol EAGLE BANCORP INC [EGBN]					BN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction						(спеск ан аррпсаоте)			
(Month)				onth/Day/Year) /27/2012					Director 10% OwnerX_ Officer (give title Other (specify below) EVP/COO			
				ndment, Date Original hth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)			
POTOMAC		(Common de la common de la comm					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution	Execution Date, if			4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
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	2.	3. Transaction Date		4. 5. Number			6. Date Exercisable and		7. Title and Amount of	
Derivative Security	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	Transaction Derivative Code Securities		^	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2006 Stock Plan Option	\$ 6.34	09/27/2012		M	3,98	0 01/08/2009	01/08/2019	Common Stock	3,980	
	\$ 10.35	09/28/2012		M	901	01/24/2004	01/24/2014		901	

D

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1998 Common Stock Stock Option

Plan Option

## **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 Date
Reporting Person

## **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. 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.

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