

EAGLE BANCORP INC  
Form 4  
January 22, 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 \*  
Summers David Preston

(Last) (First) (Middle)

21009 STARFLOWER WAY

(Street)

ASHBURN, VA 20147

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/14/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	01/14/2015		M		8,946	A	\$ 9.222
Common Stock	01/14/2015		M		8,946	A	\$ 11.1782
Common Stock	01/14/2015		M		8,946	A	\$ 11.1782
Common Stock	01/14/2015		M		8,946	A	\$ 16.6413
Common Stock	01/14/2015		M		8,946	A	\$ 10.731
Common Stock	01/14/2015		M		8,946	A	
					58,452		

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Common Stock					\$			
					10.0604			
Common Stock	01/14/2015		M	6,709	A	\$	65,161	D
					22.6375			
Common Stock							19,831	D <sup>(1)</sup>
Common Stock							2,520	D <sup>(2)</sup>
Common Stock							663	D <sup>(3)</sup>

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
VHB 2006 Plan Option	\$ 9.222	01/14/2015		M	8,946	10/31/2014 08/29/2017	Common Stock	8,946	
VHB 2006 Plan Option	\$ 11.1782	01/14/2015		M	8,946	10/31/2014 01/31/2018	Common Stock	8,946	
VHB 2006 Plan Option	\$ 11.1782	01/14/2015		M	8,946	10/31/2014 02/19/2019	Common Stock	8,946	
VHB 2010	\$ 16.6443	01/14/2015		M	8,946	10/31/2014 03/20/2023	Common Stock	8,946	

Plan Option										
VHB 2010 Plan Option	\$ 10.731	01/14/2015	M	8,946	10/31/2014	04/19/2022	Common Stock	8,946		
VHB 2010 Plan Option	\$ 10.0604	01/14/2015	M	8,946	10/31/2014	04/21/2021	Common Stock	8,946		
VHB 2010 Plan Option	\$ 22.6375	01/14/2015	M	6,709	10/31/2014	03/20/2024	Common Stock	6,709		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Summers David Preston 21009 STARFLOWER WAY ASHBURN, VA 20147	X			

## Signatures

/s/ David Preston  
Summers 01/22/2015

\_\_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).

- (1) Shares jointly owned with spouse.
- (2) Shares jointly owned with children.
- (3) Shares held by spouse.

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.