

EAGLE BANCORP INC
 Form 4
 April 10, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Brockett Charles C.

(Last) (First) (Middle)
 8245 BOONE BOULEVARD
 (Street)

TYSONS CORNER, VA 22182

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/10/2015

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)
 EVP, Director of Operations

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	(A) or (D)	Price
Common Stock	04/10/2015		M		8,428	A	\$ 11.1782
Common Stock	04/10/2015		M		8,946	A	\$ 11.1782
Common Stock	04/10/2015		M		4,473	A	\$ 11.1782
Common Stock	04/10/2015		M		4,473	A	\$ 9.222
Common Stock	04/10/2015		M		4,473	A	\$ 10.0604

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Common Stock	04/10/2015	M	4,473	A	\$ 10.7311	66,218	D ⁽¹⁾
Common Stock	04/10/2015	M	6,709	A	\$ 16.6456	72,927	D ⁽¹⁾
Common Stock	04/10/2015	M	6,262	A	\$ 22.6365	79,189	D ⁽¹⁾

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 (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
VHB 2006 Stock Option Plan Option	\$ 11.1782	04/10/2015		M	8,428	10/31/2014 12/31/2016	Common Stock	8,428
VHB 2006 Stock Option Plan Option	\$ 11.1782	04/10/2015		M	8,946	10/31/2014 08/29/2017	Common Stock	8,946
VHB 2006 Stock Option Plan Option	\$ 11.1782	04/10/2015		M	4,473	10/31/2014 01/31/2018	Common Stock	4,473
	\$ 9.222	04/10/2015		M	4,473	10/31/2014 02/19/2019		4,473

VHB 2006 Stock Option Plan Option								Common Stock	
VHB 2010 Stock Option Plan Option	\$ 10.0604	04/10/2015	M	4,473	10/31/2014	04/21/2021	Common Stock	4,473	
VHB 2010 Stock Option Plan Option	\$ 10.7311	04/10/2015	M	4,473	10/31/2014	04/19/2022	Common Stock	4,473	
VHB 2010 Stock Option Plan Option	\$ 10.6456	04/10/2015	M	6,709	10/31/2014	03/20/2023	Common Stock	6,709	
VHB 2010 Stock Option Plan Option	\$ 22.6365	04/10/2015	M	6,262	10/31/2014	03/20/2024	Common Stock	6,262	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brockett Charles C. 8245 BOONE BOULEVARD TYSONS CORNER, VA 22182			EVP, Director of Operations	

Signatures

/s/ Charles C.
Brockett

04/10/2015

**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) Includes shares owned jointly with spouse and unvested awards of restricted stock.

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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