

EAGLE BANCORP INC
 Form 3
 October 31, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â GROSS NEAL R
 (Last) (First) (Middle)

NEAL R GROSS & CO
 INC,Â 1323 RHODE ISLAND
 AVE NW

(Street)

WASHINGTON,Â DCÂ 20005

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 10/22/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock | 97,546 | D | Â |
| Common Stock | 250,606 | I | By IRA for self |
| Common Stock | 54,928 | I | By spouse |
| Common Stock | 322,148 | I | By LLC of which reporting person & spouse are managing members/trust for family members is a member |
| Common Stock | 8,030 | I | By spouse's Defined Benefit Pension Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Non-ISO under 2006 Stock Plan | 01/16/2008 | 01/15/2013 | Common Stock | 458 | \$ 11.87 | D | Â |
| Non-ISO under 2006 Stock Plan | 01/16/2009 | 01/15/2013 | Common Stock | 458 | \$ 11.87 | D | Â |
| Non-ISO under 2006 Stock Plan | 01/16/2010 | 01/15/2013 | Common Stock | 459 | \$ 11.87 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 02/28/2004 | 02/27/2014 | Common Stock | 55 | \$ 10.57 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 01/31/2005 | 01/30/2015 | Common Stock | 26 | \$ 13.25 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 01/31/2004 | 01/30/2014 | Common Stock | 26 | \$ 10.22 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 02/28/2005 | 02/27/2015 | Common Stock | 55 | \$ 13.87 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 03/31/2004 | 03/30/2014 | Common Stock | 82 | \$ 10.55 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 03/31/2005 | 03/30/2015 | Common Stock | 82 | \$ 13.68 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 04/30/2004 | 04/29/2014 | Common Stock | 55 | \$ 9.38 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 05/31/2004 | 05/30/2014 | Common Stock | 55 | \$ 10.03 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 07/31/2004 | 07/30/2014 | Common Stock | 55 | \$ 10.41 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 07/01/2004 | 06/30/2014 | Common Stock | 743 | \$ 9.69 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 08/31/2004 | 08/30/2014 | Common Stock | 55 | \$ 10.63 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 09/30/2004 | 09/29/2014 | Common Stock | 55 | \$ 10.22 | D | Â |

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|---|------------|------------|-----------------|----|----------|---|---|
| Non-ISO under 1998 Stock Option Plan | 10/31/2004 | 10/30/2014 | Common Stock | 55 | \$ 10.22 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 11/30/2004 | 11/29/2014 | Common Stock | 55 | \$ 11.03 | D | Â |
| Non-ISO under 1998 Stock Option Plan | 12/31/2004 | 12/30/2014 | Common Stock | 55 | \$ 11.03 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GROSS NEAL R NEAL R GROSS & CO INC 1323 RHODE ISLAND AVE NW WASHINGTON, DC 20005 | Â X | Â | Â | Â |

Signatures

/s/ Neal R. Gross 10/31/2008
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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.