

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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(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 (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.

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