

Williams Janice L.
Form 3
July 30, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

Williams Janice L.
(Last) (First) (Middle)

13105 BRUSHWOOD WAY
(Street)

POTOMAC, MD 20854
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
07/23/2008

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)
EVP/Chief Credit Officer

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

3,507

D

A

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

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				Shares		(I) (Instr. 5)	
1999 Plan Stock Options	01/14/2005 ⁽¹⁾	01/13/2015	Common Stock	3,380	\$ 11.9882	D	Â
1999 Plan Stock Options	12/20/2005 ⁽¹⁾	12/19/2010	Common Stock	2,600	\$ 17.91	D	Â
2006 Stock Plan Options	01/17/2007 ⁽²⁾	01/17/2012	Common Stock	5,000	\$ 16.97	D	Â
2006 Stock Plan Options	01/16/2008 ⁽³⁾	01/15/2013	Common Stock	5,000	\$ 13.05	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Janice L. 13105 BRUSHWOOD WAY POTOMAC, MD 20854	Â	Â	Â EVP/Chief Credit Officer	Â

Signatures

/s/ Janice L. Williams 07/30/2008

Signature of
Reporting Person

Date

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).
- (1) Fully vested.
- (2) Vests in 3 annual installments commencing on first anniversary of grant date.
- (3) Vests in 3 annual installments commencing on the date of grant.

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.