

Williams Janice L.
Form 4
September 22, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(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. Issuer Name **and** Ticker or Trading
Symbol

EAGLE BANCORP INC [EGBN]

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

09/21/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP/CCO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	09/21/2017		S	750	D \$ 63 64,940	D	
Common Stock	09/21/2017		S	500	D \$ 63.05 64,440	D	
Common Stock	09/21/2017		S	350	D \$ 63.1 64,090	D	
Common Stock	09/21/2017		S	100	D \$ 63.125 63,990	D	
Common Stock	09/21/2017		S	100	D \$ 63.15 63,890	D	

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Common Stock	09/21/2017	S	100	D	\$ 63.175	63,790	D
Common Stock	09/21/2017	S	1,300	D	\$ 63.2	62,490	D
Common Stock	09/21/2017	S	100	D	\$ 63.225	62,390	D
Common Stock	09/21/2017	S	2,596	D	\$ 63.25	59,794	D
Common Stock	09/21/2017	S	104	D	\$ 63.3	59,690	D
Common Stock	09/21/2017	S	1,000	D	\$ 63.35	58,690	D
Common Stock	09/21/2017	S	500	D	\$ 63.45	58,190	D
Common Stock	09/21/2017	S	450	D	\$ 63.5	57,740	D
Common Stock	09/21/2017	S	10	D	\$ 63.525	57,730	D
Common Stock	09/21/2017	S	300	D	\$ 63.55	57,430	D
Common Stock	09/21/2017	S	230	D	\$ 63.575	57,200	D
Common Stock	09/21/2017	S	410	D	\$ 63.6	56,790	D
Common Stock	09/21/2017	S	695	D	\$ 63.65	56,095	D
Common Stock	09/21/2017	S	306	D	\$ 63.7	55,789	D
Common Stock	09/21/2017	S	99	D	\$ 63.75	55,690	D

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)		Title		Amount or Number of Shares
Code	V	(A)	(D)	Date Exercisable	Expiration Date				

Reporting Owners

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

Signatures

/s/ Janice L. Williams	09/22/2017
<u> </u> 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).

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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