

EAGLE BANCORP INC
 Form 5
 June 02, 2008

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Rogers Donald R
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

9105 REDWOOD AVE.
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 05/30/2008

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

BETHESDA, MD 20817
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	05/30/2008	Â	M	148	A	\$ 3.38	313	D	Â
Common Stock	05/30/2008	Â	M	222	A	\$ 3.59	535	D	Â
Common Stock	05/30/2008	Â	M	148	A	\$ 3.38	683	D	Â
Common Stock	05/30/2008	Â	M	232	A	\$ 6.5	915	D	Â
	05/30/2008	Â	M	222	A		1,137	D	Â

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Common Stock						\$ 3.27			
Common Stock	05/30/2008	Â	M	295	A	\$ 6.8	1,432	D	Â
Common Stock	05/30/2008	Â	M	5,915	A	\$ 3.38	7,347	D	Â
Common Stock	05/30/2008	Â	M	148	A	\$ 3.54	7,495	D	Â
Common Stock	05/30/2008	Â	M	221	A	\$ 6	7,716	D	Â

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 Acquired (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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Common Stock Options	\$ 3.38	05/30/2008	Â	M	Â	148	03/31/2000	03/30/2010	Common Stock	148
Common Stock Options	\$ 3.59	05/30/2008	Â	M	Â	122	03/31/2001	03/30/2011	Common Stock	222
Common Stock Options	\$ 3.38	05/30/2008	Â	M	Â	148	06/30/2000	06/29/2010	Common Stock	148
Common Stock Options	\$ 6.5	05/30/2008	Â	M	Â	232	06/30/2001	06/29/2011	Common Stock	232
Common Stock Options	\$ 3.27	05/30/2008	Â	M	Â	222	09/30/2000	09/29/2010	Common Stock	222
Common Stock	\$ 6.8	05/30/2008	Â	M	Â	295	09/30/2001	09/29/2011	Common Stock	295

Options

Common
Stock Options

\$ 3.38	05/30/2008	Â	M	Â	5,915	12/15/1999	12/14/2009	Common Stock	5,915
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Common
Stock Options

\$ 3.54	05/30/2008	Â	M	Â	148	12/31/2000	12/30/2010	Common Stock	148
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Common
Stock Options

\$ 6	05/30/2008	Â	M	Â	221	12/31/2001	12/30/2011	Common Stock	221
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rogers Donald R 9105 REDWOOD AVE. BETHESDA, MD 20817	Â X	Â	Â	Â

Signatures

/s/ Donald R.
Rogers

06/02/2008

__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) Reflects options having same exercise price, vesting and expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.