EAGLE BANCORP INC

Form 4

February 22, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per 0.5

response...

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

PAUL RONALD D

1. Name and Address of Reporting Person *

			EAGLE BANCORP INC [EGBN]			N]	(Check all applicable)			
(Last) 4416 EAST 300	(First) WEST HWY,	(Middle) SUITE	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2013				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President/CEO			
	(Street) A, MD 20814		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Se	ecuriti	es Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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	02/11/2013			A	53,548 (1)	A	\$0	917,370	D (2)	
Common Stock	02/11/2013			A	250,000 (3)	A	\$0	1,167,370	D (2)	
Common Stock								281,126 <u>(4)</u>	I	Third party trustee f/b/o family members

(PIT)

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Common Stock 161,396 I Third party trustee family members (HDT)

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

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SEC 1474

(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title an Amount o		8. Price of Derivative	9. Nu Deriv
Security	or Exercise	• •	any	Code	of	(Month/Day/	Year)	Underlyin	ng S	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	((Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 an	nd 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Am	nount		
						Date	Evaluation	or			
						Exercisable	Expiration Date Title	Title Nu	mber		
						Exercisable Date		of			
				Code V	(A) (D)			Sha	ares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topotonig o mior round / roundess	Director	10% Owner	Officer	Other			
PAUL RONALD D 4416 EAST WEST HWY SUITE 300 BETHESDA, MD 20814	X		President/CEO				

Signatures

/s/ Ronald D. Paul	02/22/2013	
**Signature of Reporting Person	Date	

Reporting Owners 2

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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) Represents award of restricted stock under 2006 Stock Plan, including 32,400 shares issued in lieu of cash payment under Senior Executive Incentive Plan.
- (2) Includes shares held jointly.
- (3) Represents award of restricted stock in lieu of participation in supplemental retirement plan.
- (4) Includes shares acquired under dividend reinvestment plan.

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.