

Williams Janice L.  
Form 4  
September 22, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP/CCO

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)
				(A) or (D)	Price		
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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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 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	Code	V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
			(A)	(D)					

## 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

\_\_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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