

Goodman Harvey Michael
 Form 4
 January 28, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Goodman Harvey Michael

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 11807 FORUM HILL COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/26/2011

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

POTOMAC, MD 20854

4. 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

(City) (State) (Zip)

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 | | | | | |
| | | | Code | V | Amount | | | | | |
| Common Stock | 01/26/2011 | | M | | 393 | A | \$ 5.92 | 97,747 ⁽¹⁾ | D | |
| Common Stock | 01/26/2011 | | M | | 487 | A | \$ 6.19 | 98,234 ⁽¹⁾ | D | |
| Common Stock | 01/26/2011 | | M | | 405 | A | \$ 5.46 | 98,639 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 7,560 | I | Custodian for children |
| Common Stock | | | | | | | | 3,000 | I | Profit-sharing plan |

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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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 1998 Plan Option to Purchase Common Stock | \$ 5.92 | 01/26/2011 | | M | 393 | 06/30/2001 06/30/2011 | Common Stock | 393 |
| 1998 Plan Option to Purchase Common Stock | \$ 6.19 | 01/26/2011 | | M | 487 | 09/30/2001 09/30/2011 | Common Stock | 487 |
| 1998 Plan Option to Purchase Common Stock | \$ 5.46 | 01/26/2011 | | M | 405 | 12/31/2001 12/31/2011 | Common Stock | 405 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Goodman Harvey Michael 11807 FORUM HILL COURT POTOMAC, MD 20854 | X | | | |

Signatures

/s/ Harvey M.
Goodman

01/28/2011

__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) Includes jointly held shares.

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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