Goodman Harvey Michael Form 4/A February 23, 2011

### 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:

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

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

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

Symbol

1(b).

Stock

(Print or Type Responses)

Goodman Harvey Michael

1. Name and Address of Reporting Person \*

|  |   |  | EAGLE BANCORP INC [EGBN]                                    |   |     | (Check all applicable)               |        |            |  |  |   |  |
|--|---|--|---|---|-----|--------------------------------------|--------|------------|--|--|---|--|
| (Last) (First) (Middle) 11807 FORUM HILL COURT |   |  | 3. Date of Earliest Transaction (Month/Day/Year) 01/26/2011 |   |     |                                      |        |            | X Director 10% Owner Officer (give title Other (specify below)   |  |   |  |
| File   |   |  | Filed(Mo  | 4. If Amendment, Date Original Filed(Month/Day/Year) 01/28/2010 |     |                                      |        |            | 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)                                    | Tab   | ole I - No  | on- | Derivativ                            | e Secu | ırities A  | cquired, Dispose   | d of, or Bene  | ficially Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)           | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deem<br>Execution<br>any<br>(Month/D | Date, if  | Code (Instr.  | 8)  | 4. Securi on(A) or Di (D) (Instr. 3, | spose  | d of       | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                             | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
| Common<br>Stock                                | 01/26/2011                              |  |   | M   |     | 393                                  | A      | \$<br>5.92 | 99,661.56 (1)  | D  |   |  |
| Common<br>Stock                                | 01/26/2011                              |  |   | M   |     | 487                                  | A      | \$<br>6.19 | 100,148.56<br>(1)  | D  |   |  |
| Common<br>Stock                                | 01/26/2011                              |  |   | M   |     | 405                                  | A      | \$<br>5.46 | 100,553.56<br>(1)  | D  |   |  |
| Common<br>Stock                                |   |  |   |   |     |                                      |        |            | 16,168   | I  | Custodian by child                                    |  |
| Common   |   |  |   |   |     |                                      |        |            | 3,380  | I  | Profit-sharing  |  |

plan

#### Edgar Filing: Goodman Harvey Michael - Form 4/A

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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<br>Derivative<br>Security<br>(Instr. 3)   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | if Transactionof Code Derivative |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                 |  |
|---|---|--------------------------------------|---|----------------------------------|-----|--|---------------------|---|-----------------|--|
|   |   |                                      |   | Code V                           | (A) | (D)  | Date<br>Exercisable | Expiration<br>Date  | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| 1998 Plan<br>Option to<br>Purchase<br>Common<br>Stock | \$ 5.92   | 01/26/2011                           |   | M                                |     | 393  | 06/30/2001          | 06/30/2011  | Common<br>Stock | 393                                    |
| 1998 Plan<br>Option to<br>Purchase<br>Common<br>Stock | \$ 6.19   | 01/26/2011                           |   | M                                |     | 487  | 09/30/2001          | 09/30/2011  | Common<br>Stock | 487                                    |
| 1998 Plan<br>Option to<br>Purchase<br>Common<br>Stock | \$ 5.46   | 01/26/2011                           |   | M                                |     | 405  | 12/31/2001          | 12/31/2011  | Common<br>Stock | 405                                    |

## **Reporting Owners**

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

Reporting Owners 2

## **Signatures**

/s/ Harvey M. O2/23/2011 Goodman

\*\*Signature of Reporting 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. 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.

Signatures 3