

EAGLE BANCORP INC  
 Form 5  
 June 02, 2008

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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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SEC 2270  
(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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| 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 \$ 3.38  
Options

05/30/2008

^

M

^

5,915

12/15/1999

12/14/2009

Common  
Stock

5,915

Common  
Stock \$ 3.54  
Options

05/30/2008

^

M

^

148

12/31/2000

12/30/2010

Common  
Stock

148

Common  
Stock \$ 6  
Options

05/30/2008

^

M

^

221

12/31/2001

12/30/2011

Common  
Stock

221

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Rogers Donald R<br>9105 REDWOOD AVE.<br>BETHESDA, MD 20817 | ^ X           | ^         | ^       | ^     |

## 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.

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