

Williams Janice L.
Form 4
July 24, 2017

FORM 4

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

OMB APPROVAL

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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.

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)
13105 BRUSHWOOD WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/21/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/CCO

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)
			Code	V Amount (A) or (D) Price			
Common Stock	07/21/2017		S	2,200 D \$ 63	73,490	D	
Common Stock	07/21/2017		S	200 D \$ 63.025	73,290	D	
Common Stock	07/21/2017		S	564 D \$ 63.05	72,726	D	
Common Stock	07/21/2017		S	1,200 D \$ 63.075	71,526	D	
Common Stock	07/21/2017		S	200 D \$ 63.1	71,326	D	

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Common Stock	07/21/2017	S	300	D	\$ 63.125	71,026	D
Common Stock	07/21/2017	S	205	D	\$ 63.15	70,821	D
Common Stock	07/21/2017	S	800	D	\$ 63.175	70,021	D
Common Stock	07/21/2017	S	600	D	\$ 63.2	69,421	D
Common Stock	07/21/2017	S	300	D	\$ 63.225	69,121	D
Common Stock	07/21/2017	S	900	D	\$ 63.25	68,221	D
Common Stock	07/21/2017	S	100	D	\$ 63.275	68,121	D
Common Stock	07/21/2017	S	262	D	\$ 63.3	67,859	D
Common Stock	07/21/2017	S	400	D	\$ 63.325	67,459	D
Common Stock	07/21/2017	S	400	D	\$ 63.35	67,059	D
Common Stock	07/21/2017	S	200	D	\$ 63.375	66,859	D
Common Stock	07/21/2017	S	591	D	\$ 63.4	66,268	D
Common Stock	07/21/2017	S	200	D	\$ 63.425	66,068	D
Common Stock	07/21/2017	S	378	D	\$ 63.45	65,690	D

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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(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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

07/24/2017

**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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