

EAGLE BANCORP INC
 Form 3
 September 10, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â PINCUS ROBERT P | | | (Month/Day/Year) | EAGLE BANCORP INC [EGBN] | |
| (Last) | (First) | (Middle) | 08/31/2008 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | (Street) | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | | (give title below) | (specify below) |
| | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 10,523 | D | Â |
| Common Stock | 5,841 | I | By IRA for self |
| Common Stock | 5,062 | I | By spouse ⁽¹⁾ |
| Common Stock | 1,947 | I | By child living at home ⁽¹⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--|---------------------------|-----------------|----------------------------------|----------------------------|------------------------------|--|------------|
| Fidelity 2004 LTIP Non-qualified Options | 08/31/2008 ⁽²⁾ | 03/06/2015 | Eagle Bancorp, Inc. Common Stock | 28,620 | \$ 25.69 | D | Â |
| Fidelity 2005 LTIP Non-qualified Options | 08/31/2008 ⁽³⁾ | 12/27/2015 | Eagle Bancorp, Inc. Common Stock | 6,619 | \$ 29.54 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PINCUS ROBERT P Â | Â X | Â | Â | Â |

Signatures

/s/ Robert P. Pincus 09/10/2008

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The filing person disclaims beneficial ownership of these shares.

Represents options issued in March 2005 by Fidelity & Trust Financial Corporation, which were assumed by Eagle Bancorp, Inc. in accordance with the Agreement and Plan of Merger dated as of December 2, 2007, which became effective on August 31, 2008, as adjusted in accordance with the plan and the merger agreement. The options became fully vested upon effectiveness of the merger.

(3) Represents options issued in December 2005 by Fidelity & Trust Financial Corporation, which were assumed by Eagle Bancorp, Inc. in accordance with the Agreement and Plan of Merger dated as of December 2, 2007, which became effective on August 31, 2008, as adjusted in accordance with the plan and the merger agreement. The options became fully vested upon effectiveness of the merger.

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.