#### EAGLE BANCORP INC

Form 4 July 18, 2006

## FORM 4

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

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)

(Last)

(City)

Security

(Instr. 3)

1. Name and Address of Reporting Person \* MURPHY THOMAS DAVID

(First)

(Street)

11015 MIDDLESHIRE PLACE

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

EAGLE BANCORP INC [EGBN]

3. Date of Earliest Transaction

(Month/Day/Year) 07/13/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

EVP sub bank; Pres (Mont. Co.)

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ 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

NORTH BETHESDA, MD 20852

(State)

(Month/Day/Year)

1.Title of 2. Transaction Date 2A. Deemed

Execution Date, if

3. (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4) 6. Ownership Form: Direct (T)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

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

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SEC 1474 (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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	3)	Acquire (A) or Dispose (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Appreciati Right	on \$19.46	07/13/2006		A		2,152		01/01/2009	01/31/2009	Common Stock	2,151
Performan Based Restricted Stock (1)	\$ 0 (1)	07/13/2006		A		2,266		01/01/2009	01/31/2009	Common Stock	2,26

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
MURPHY THOMAS DAVID 11015 MIDDLESHIRE PLACE	X		EVP sub bank; Pres (Mont. Co.)				
NORTH BETHESDA, MD 20852			2 (1 suc sum, 110s (110m co.)				

# **Signatures**

/s/ Thomas D.
Murphy

\*\*Signature of Reporting Person

O7/18/2006

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).
- Granted pursuant to 2006 Stock Plan. Issuance of shares is subject to satisfaction of performance based conditions set forth in the award (1) agreement. Number of shares shown is maximum number of shares which may be issued pursuant to award. Actual number of shares to be issued is subject to performance. No exercise price is payable by reporting person upon issuance of 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.

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