

EAGLE BANCORP INC  
 Form 3  
 October 31, 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 \*

Â GROSS NEAL R  
 (Last) (First) (Middle)

NEAL R GROSS & CO  
 INC,Â 1323 RHODE ISLAND  
 AVE NW

(Street)

WASHINGTON,Â DCÂ 20005

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 10/22/2008

3. Issuer Name and Ticker or Trading Symbol  
 EAGLE BANCORP INC [EGBN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)

5. 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

**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	97,546	D	Â
Common Stock	250,606	I	By IRA for self
Common Stock	54,928	I	By spouse
Common Stock	322,148	I	By LLC of which reporting person & spouse are managing members/trust for family members is a member
Common Stock	8,030	I	By spouse's Defined Benefit Pension Plan

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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-ISO under 2006 Stock Plan	01/16/2008	01/15/2013	Common Stock	458	\$ 11.87	D	Â
Non-ISO under 2006 Stock Plan	01/16/2009	01/15/2013	Common Stock	458	\$ 11.87	D	Â
Non-ISO under 2006 Stock Plan	01/16/2010	01/15/2013	Common Stock	459	\$ 11.87	D	Â
Non-ISO under 1998 Stock Option Plan	02/28/2004	02/27/2014	Common Stock	55	\$ 10.57	D	Â
Non-ISO under 1998 Stock Option Plan	01/31/2005	01/30/2015	Common Stock	26	\$ 13.25	D	Â
Non-ISO under 1998 Stock Option Plan	01/31/2004	01/30/2014	Common Stock	26	\$ 10.22	D	Â
Non-ISO under 1998 Stock Option Plan	02/28/2005	02/27/2015	Common Stock	55	\$ 13.87	D	Â
Non-ISO under 1998 Stock Option Plan	03/31/2004	03/30/2014	Common Stock	82	\$ 10.55	D	Â
Non-ISO under 1998 Stock Option Plan	03/31/2005	03/30/2015	Common Stock	82	\$ 13.68	D	Â
Non-ISO under 1998 Stock Option Plan	04/30/2004	04/29/2014	Common Stock	55	\$ 9.38	D	Â
Non-ISO under 1998 Stock Option Plan	05/31/2004	05/30/2014	Common Stock	55	\$ 10.03	D	Â
Non-ISO under 1998 Stock Option Plan	07/31/2004	07/30/2014	Common Stock	55	\$ 10.41	D	Â
Non-ISO under 1998 Stock Option Plan	07/01/2004	06/30/2014	Common Stock	743	\$ 9.69	D	Â
Non-ISO under 1998 Stock Option Plan	08/31/2004	08/30/2014	Common Stock	55	\$ 10.63	D	Â
Non-ISO under 1998 Stock Option Plan	09/30/2004	09/29/2014	Common Stock	55	\$ 10.22	D	Â

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Non-ISO under 1998 Stock Option Plan	10/31/2004	10/30/2014	Common Stock	55	\$ 10.22	D	Â
Non-ISO under 1998 Stock Option Plan	11/30/2004	11/29/2014	Common Stock	55	\$ 11.03	D	Â
Non-ISO under 1998 Stock Option Plan	12/31/2004	12/30/2014	Common Stock	55	\$ 11.03	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSS NEAL R NEAL R GROSS & CO INC 1323 RHODE ISLAND AVE NW WASHINGTON, DC 20005	Â X	Â	Â	Â

## Signatures

/s/ Neal R. Gross                      10/31/2008  
 \*\*Signature of                              Date  
 Reporting Person

## 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).
- 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.