

EAGLE BANCORP INC  
 Form 4  
 December 01, 2006

**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 \*  
 Dworken Dudley C

(Last) (First) (Middle)  
 7824 CADBURY AVENUE  
 (Street)

POTOMAC, MD 20854

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 EAGLE BANCORP INC [egbn]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/29/2006

4. If Amendment, Date Original Filed  
 (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	(D)	Price
Common Stock	11/29/2006		M		517	A	\$ 3.3812 29,020
Common Stock	11/29/2006		M		886	A	\$ 3.5926 29,906
Common Stock	11/29/2006		M		959	A	\$ 3.3812 30,865
Common Stock	11/29/2006		M		717	A	\$ 6.5089 31,582
Common Stock	11/29/2006		M		1,014	A	\$ 10.6627 32,596
Common Stock	11/29/2006		M		959	A	\$ 3.2756 33,555

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Common Stock							
Common Stock	11/29/2006		M	812	A	\$ 6.8047	34,367 D
Common Stock	11/29/2006		M	14,787	A	\$ 3.3812	49,154 D
Common Stock	11/29/2006		M	1,036	A	\$ 3.5419	50,190 D
Common Stock	11/29/2006		M	1,034	A	\$ 6.0059	51,224 D

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

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants to Purchase Common Stock	\$ 3.3812	11/29/2006		M	517	03/31/2000	03/30/2010	Common Stock	517
warrants to purchase common stock	\$ 3.5926	11/29/2006		M	886	03/31/2001	03/30/2011	Common Stock	886
warrants to purchase common stock	\$ 3.3812	11/29/2006		M	959	06/30/2000	06/29/2010	Common Stock	959
	\$ 6.5089	11/29/2006		M	717	06/30/2001	06/29/2011		1,014

warrants to purchase common stock								Common Stock	
warrants to purchase common stock	\$ 10.6627	11/29/2006	M	1,014	06/30/2004	06/30/2014		Common Stock	1,014
warrants to purchase common stock	\$ 3.2756	11/29/2006	M	959	09/30/2000	09/29/2010		Common Stock	959
warrants to purchase common stock	\$ 6.8047	11/29/2006	M	812	09/30/2001	09/29/2011		Common Stock	812
warrants to purchase common stock	\$ 3.3812	11/29/2006	M	14,787	12/15/1999	12/14/2009		Common Stock	14,787
warrants to purchase common stock	\$ 3.5419	11/29/2006	M	1,036	12/31/2000	12/30/2010		common stock	1,036
warrants to purchase common stock	\$ 3.5419	11/29/2006	M	1,034	12/31/2001	12/30/2011		common stock	1,034

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dworken Dudley C 7824 CADBURY AVENUE POTOMAC, MD 20854	X			

## Signatures

/s/Dudley C.  
Dworken

12/01/2006

\_\_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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