

Williams Janice L.
Form 4/A
January 17, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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.

(Last) (First) (Middle)
13105 BRUSHWOOD WAY
(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)
01/12/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
01/13/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Executive Vice President/CCO

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)
				(A) or (D)	Price		
Common Stock	01/12/2012		M	5,500	A \$ 15.427	21,411	D
Common Stock	01/12/2012		S	4,600	D \$ 15.75	16,811	D
Common Stock	01/12/2012		S	900	D \$ 15.78	15,911	D

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

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SEC 1474 (9-02)

number.

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 (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)	8. Amount or Number of Shares
2006 Plan Stock Option	\$ 15.427	01/12/2012		M	5,500	01/17/2007 01/17/2012	Common Stock	5,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Williams Janice L.
13105 BRUSHWOOD WAY
POTOMAC, MD 20854

Executive Vice President/CCO

Signatures

/s/ Janice L.
Williams

01/17/2012

**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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Both employee deferrals and Company contributions in 2005 and 2004 have been made in cash for all funds; however, Company contributions invested in the Fund may be made in either cash or common stock of the Company. No Company contributions have been made in the form of common stock of the Company in 2005 and 2004.

Vesting - Participants are 100% vested in their salary deferrals and rollover contributions, and Company matching contributions transferred to their accounts at the end of each corresponding fiscal quarter, subject to the terms of the Plan.

Participant accounts - Each participant's account is credited with the participant's salary deferrals, Plan earnings or losses and an allocation of the Company's matching contribution. Allocation of the Company's matching contribution is based on participant salary deferrals, as defined in the Plan.

Participants can transfer their invested funds among the available investment options and/or change the investment of their future contributions as often as desired. These transfers and changes must be made in whole percent increments. Prior to January 1, 2005, initial contributions for new hires were automatically invested in the Fidelity Institutional Money Market Fund, the fund designated as the Plan default fund, until the participant made a change to that investment election. Effective January 1, 2005, the retirement age-appropriate Fidelity Freedom Fund was selected as the Plan's default fund because each fund is a blend of stocks, bonds and short-term investments designed to provide an age-appropriate asset allocation for an investor based on his or her targeted retirement date.

Payment of benefits - Upon termination of employment, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount equal to the value of the participant's interest in their account in the form of rollovers or payments in cash and stock. The Plan allows for automatic lump sum distribution of participant account balances. To comply with the Department of Labor's regulations on mandatory cash-out distributions, Agilent Technologies, Inc. amended the Plan effective March 28, 2005, to lower the dollar threshold for automatic lump sum distributions from \$5,000 to \$1,000.

Loans to participants - The Plan allows participants to borrow not less than \$1,000, and up to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the participant's balance. Such loans bear interest at a rate fixed at the time of the loan at the prime rate plus one-half percent and must be repaid to the Plan between one year and four years. Generally, loans are repaid semi-monthly via automatic payroll deduction. The Plan allows terminated participants to electronically continue to repay their loan after termination of employment. The specific terms and conditions of such loans are established by the Committee. Outstanding loans at December 31, 2005 carry interest rates ranging from 4.5% to 10%.

NOTE 4 - PLAN TRANSFER

In December 2005, Plan assets of approximately \$119,141,000 were transferred from the Plan to the Avago Technologies, Inc. 401(k) Plan via a trust-to-trust asset transfer as part of the Company's sale of the Semiconductor Products Group.

NOTE 5 - INVESTMENTS

The number of shares of Agilent Technologies, Inc. common stock in the Fund was 5,305,902 and 8,156,011 as of December 31, 2005 and 2004, respectively. The fair value of the Agilent common stock included in the Fund was approximately \$176,633,000 and \$196,540,000 at December 31, 2005 and 2004, respectively. The Fund assigns units of participation to those participants with account balances in the Fund. The total number of units in the Fund at December 31, 2005 and 2004 was 7,220,709 and 11,063,873 respectively, and the net unit value was \$24.69 and \$17.92 respectively, at these dates. The Fund is comprised primarily of Agilent Technologies, Inc. common stock purchased on the open market. The Fund also includes a minor investment in the Fidelity Institutional Money Market Fund.

Effective July 1, 2005, the Plan was amended to implement the following Fund restrictions:

- Limit investment elections for participant and Company matching contributions to the Fund to no more than 25% of the total contribution
- Prohibit investment elections of contributions in the Fund if the participant's balance in the Fund would be greater than or equal to 25% of the participant's total balance in the Plan.
- Prohibit exchanges into the Fund if, after the exchange, the participant's balance in the Fund would be greater than or equal to 25% of the participant's total 401(k) balance.

The number of shares of Hewlett-Packard Company common stock in the Hewlett-Packard Stock Fund (the H-P Fund) was 1,991,987 as of December 31, 2004. The fair value of the Hewlett-Packard Company common stock included in the H-P Fund was approximately \$41,766,000 at December 31, 2004. The H-P Fund assigned units of participation to those participants with account balances in the H-P Fund. The total number of units in the H-P Fund at December 31, 2004 was 1,224,200 and the net unit value was \$34.12.

The H-P Fund was eliminated effective at the close of the market on December 31, 2004. Any assets remaining in this fund as of the liquidation date were transferred to the new default fund, the retirement age-appropriate Fidelity Freedom Fund, based on the participant's targeted retirement date.

Effective January 1, 2005, the Plan offered a Stable Value Fund, which invests in bank collective funds and synthetic investment contracts, to provide participants with a stable, fixed-rate of return and protection of principal from market changes.

The average yield of the various investment contracts in the Stable Value Fund for 2005 was approximately 4.02%. The crediting interest rates at December 31, 2005 ranged from 4.07% to 4.42% with a weighted average crediting interest rate of 4.28%. The interest rate paid by the issuer or contract rate may be fixed over the life of the contract or adjusted periodically, but cannot fall below 0%. The fair value of the underlying assets related to the synthetic investment contracts was \$192,249,000 at December 31, 2005, resulting in positive wrapper values totaling \$4,825,000 at December 31, 2005.

The following table is a summary of the fair or contract values of investments and investment funds that represent 5% or more of the Plan's net assets at December 31 (in thousands):

	2005	2004
Pyramid Intermediate Fixed Income Fund	\$ 116,821	
Fidelity Contrafund	250,438	221,374
Fidelity Growth and Income Fund	88,603	112,295
Fidelity Magellan Fund	232,824	305,104
Fidelity Low-Priced Stock Fund	153,606	172,528
Spartan U.S. Equity Index Fund	132,782	132,045
Templeton Foreign Fund A	102,680	106,027
Agilent Technologies, Inc. common stock	176,633	196,540

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows for the years ended December 31 (in thousands):

	2005	2004
Common stock	\$ 61,651	\$ (52,256)
Mutual funds	54,235	117,292
TOTAL	\$ 115,886	\$ 65,036

NOTE 6 - PLAN TERMINATION OR MODIFICATION

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA.

NOTE 7 - SUBSEQUENT EVENTS:

Effective June 1, 2006 the Plan replaced the BNY Hamilton Small Cap Growth Fund with the Old Mutual Copper Rock Emerging Growth Fund.

Effective June 1, 2006 Agilent Technologies, Inc. spun off its Semiconductor Test business to a subsidiary named Verigy. The account balances of Verigy employees will be transferred from the Plan to the Verigy 401(k) Plan via a trust-to-trust transfer.

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AGILENT TECHNOLOGIES, INC.

EIN: 77-0518772

401(k) PLAN

PLAN #003

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2005

(in thousands)

Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
Stable Value Fund Holdings:		
* Fidelity Institutional Money Market	Short-term investment	\$ 4,164
Pyramid Intermediate Fixed Income Fund	Bank collective fund	116,821
Pyramid Short Managed Maturing	Bank collective fund	30,233
Pyramid Intermediate Managed Maturing	Bank collective fund	41,031
Total bank collective funds		188,085
Total fair value of underlying assets		192,249
Bank of America, N.A.	Wrapper values	800
IXIS Capital Markets	Wrapper values	1,612
Chase Manhattan Bank	Wrapper values	800
Monumental Life Insurance	Wrapper values	1,613
Total wrapper values		4,825
Total contract value of Stable Value Fund Holdings		197,074
Barclays Global Investors US Debt Index	Bank collective fund	8,047
Barclays Global Investors EAFE Equity Index	Bank collective fund	37,574
State Street Global Advisors TIPS Fund	Bank collective fund	18,236
Harbor Capital Appreciation Fund	Mutual fund	45,159
ICAP Equity Portfolio Fund	Mutual fund	37,938
Templeton Foreign Fund A	Mutual fund	102,680
PIMCO Total Return Fund	Mutual fund	81,473
Domini Social Equity Fund	Mutual fund	8,507
Bank of New York Hamilton Small Cap Growth Fund	Mutual fund	46,323
Goldman Sachs US Small Cap Value Equity Fund	Mutual fund	23,956
* Fidelity Institutional Money Market Fund	Money market	1,607
* Agilent Technologies, Inc. common stock	Common Stock	176,633
* Fidelity Magellan Fund	Mutual fund	232,824
* Fidelity Contrafund	Mutual fund	250,438
* Fidelity Growth and Income Fund	Mutual fund	88,603
* Fidelity Low-Priced Stock Fund	Mutual fund	153,606
* Spartan Extended Market Index	Mutual fund	57,374
* Spartan U.S. Equity Index Advantage Class Fund	Mutual fund	132,782
* Fidelity Freedom Income Fund	Mutual fund	555
* Fidelity Freedom 2000	Mutual fund	522
* Fidelity Freedom 2010	Mutual fund	11,047
* Fidelity Freedom 2020	Mutual fund	16,149
* Fidelity Freedom 2030	Mutual fund	4,793
* Fidelity Freedom 2040	Mutual fund	2,929
* Fidelity Freedom 2005	Mutual fund	3,123
* Fidelity Freedom 2015	Mutual fund	12,689
* Fidelity Freedom 2025	Mutual fund	13,200
* Fidelity Freedom 2035	Mutual fund	3,107
* Participant loans	Interest rates ranging from 4.5% to 10%	13,041

Total

\$ 1,781,989

* Party-in-interest

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: June 16, 2006

By: /s/ David B. Cooper, Jr.
David B. Cooper, Jr.
Senior Vice President, Finance, and Treasurer

EXHIBIT INDEX

Exhibit Number	Description
23.1	Consent of Mohler, Nixon & Williams Accountancy Corporation
