Kerin Matthew A Form 4 June 02, 2010

# FORM 4

Form 5

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

**SECURITIES** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or

obligations may continue. See Instruction 1(b).

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

(Print or Type Responses)

1. Name and Address of Reporting Person \* Kerin Matthew A

2. Issuer Name and Ticker or Trading Symbol

FLAGSTAR BANCORP INC [(NYSE:FBC)]

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

05/28/2010

C/O FLAGSTAR BANCORP, INC., 5151 CORPORATE DRIVE

(First)

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

(Middle)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**Executive Vice-President** 

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

TROY, MI 48098

(Last)

| (City)  | (State)                                 | Zip) Table  | e I - Non-D                            | erivative S   | Secur | ities Acc   | quired, Disposed   | of, or Beneficial   | lly Owned |
|---|---|---|--|---|-------|---|--|---|-----------|
| 1.Title of<br>Security<br>(Instr. 3)            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |       | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |           |
|   |   |   | Code V                                 | Amount  |       | Price   | (Instr. 3 and 4)   |   |           |
| Flagstar<br>Bancorp,<br>Inc.<br>Common<br>Stock | 05/28/2010                              |   | A                                      | 2,271<br>(1)  | A     | \$ 0<br>(2)   | 76,725 <u>(1)</u>  | D   |           |
| Flagstar<br>Bancorp,<br>Inc.<br>Common<br>Stock | 05/28/2010                              |   | F                                      | 1,053<br>(1)  | D     | \$<br>5.08<br>(1)   | 75,672 <u>(1)</u>  | D   |           |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**SEC 1474** (9-02)

> 9. Ni Deriv Secu Bene

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | isable and    | 7. Titl | e and    | 8. Price of | • |  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|---------------|---------|----------|-------------|---|--|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration Da | ite           | Amou    | int of   | Derivative  |   |  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)         | Under   | lying    | Security    |   |  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |               | Securi  | ities    | (Instr. 5)  | Ì |  |
|             | Derivative  |                     |                    |            | Securities |               |               | (Instr. | 3 and 4) |             | • |  |
|             | Security    |                     |                    |            | Acquired   |               |               |         |          |             | Į |  |
|             |             |                     |                    |            | (A) or     |               |               |         |          |             | Į |  |
|             |             |                     |                    |            | Disposed   |               |               |         |          |             |   |  |
|             |             |                     |                    |            | of (D)     |               |               |         |          |             |   |  |
|             |             |                     |                    |            | (Instr. 3, |               |               |         |          |             |   |  |
|             |             |                     |                    |            | 4, and 5)  |               |               |         |          |             |   |  |
|             |             |                     |                    |            |            |               |               |         | A        |             |   |  |
|             |             |                     |                    |            |            |               |               |         | Amount   |             |   |  |
|             |             |                     |                    |            |            | Date          | Expiration    | TC:41   | or       |             |   |  |
|             |             |                     |                    |            |            |               | Exercisable I | Date    |          | Number      |   |  |
|             |             |                     |                    | C 1 W      | (A) (D)    |               |               |         | of       |             |   |  |
|             |             |                     |                    | Code V     | (A) (D)    |               |               |         | Shares   |             |   |  |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Kerin Matthew A C/O FLAGSTAR BANCORP, INC. 5151 CORPORATE DRIVE TROY, MI 48098

**Executive Vice-President** 

### **Signatures**

/s/ Matthew A. 06/02/2010 Kerin

\*\*Signature of Date

Reporting Person

# **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).
- The Company completed a one-for-ten reverse stock split following the close of business on May 27, 2010. The amount stated represents (1) the post-split adjusted amount, and fractional shares are not included because such fractional shares will be cashed out at \$5.00 per share on a post-split basis.
- Securities are base salary paid to Mr. Kerin in the form of shares of the Flagstar Bancorp, Inc. Common Stock as further described in the Company's Current Report on Form 8-K filed on December 8, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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