Kerin Matthew A Form 4 June 28, 2011

# 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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(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) 06/24/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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OMB

Number:

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

(First)

(Middle)

(Street) 4. If Amendment, Date Original

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

6. Individual or Joint/Group Filing(Check

**Executive Vice-President** 

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

TROY, MI 48098

(City)	(State) (2	Zip) <b>Tabl</b> e	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	ly 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)	(A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Flagstar Bancorp, Inc. Common Stock	06/24/2011		Code V	Amount 8,945	or (D)	Price \$ 0 (1)	(Instr. 3 and 4) 478,401	D	
Flagstar Bancorp, Inc. Common Stock	06/24/2011		F	4,154	D	\$ 1.29	474,247	D	

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	Expiration Date		Amount of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative	:		Securities	(Instr. 5)	]	
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired						]
						(A) or						J
						Disposed						-
						of (D)						(
					(Instr. 3,							
						4, and 5)						
										A		
										Amount		
						Date	Expiration		or			
							Exercisable	Date	Title	Number		
					C 1 17	(A) (D)				of		
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

**Executive Vice-President** 

## **Signatures**

/s/ Matthew A. Kerin 06/28/2011

\*\*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).
- (1) 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. 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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