Roslin Matthew Form 4 October 04, 2011

#### 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**

**OMB APPROVAL** 

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January 31,

2005

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Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Flagstar

Bancorp,

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Roslin Matthew Issuer Symbol FLAGSTAR BANCORP INC (Check all applicable) [(NYSE:FBC)] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 5151 CORPORATE DRIVE 09/30/2011 EVP and Chief Legal Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting TROY, MI 48098 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Amount (D) Price Flagstar Bancorp, 09/30/2011 12,763 115,748 D Inc. A Common Stock Flagstar Bancorp, I Inc. 2,230 By IRA Common Stock

4,474 (2)

I

By 401(k)

Plan

Inc.

Common

Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative | 2. Conversion                                     | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4.<br>Transacti | 5.<br>orNumber  | 6. Date Exerc<br>Expiration D |                    | 7. Title and Amount of |                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv   |
|------------------------|---|--------------------------------------|-------------------------------|-----------------|---|-------------------------------|--------------------|------------------------|---------------------|---|--|
| Security (Instr. 3)    | or Exercise<br>Price of<br>Derivative<br>Security | (                                    | any (Month/Day/Year)          | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/e                  | (Month/Day/Year)   |                        | ing<br>es<br>and 4) |   | Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|                        |   |                                      |                               | Code V          | (A) (D)   | Date<br>Exercisable           | Expiration<br>Date | Title N                | lumber              |   |  |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Roslin Matthew

5151 CORPORATE DRIVE

TROY, MI 48098

EVP and Chief Legal Officer

# **Signatures**

/s/ Matthew I. 10/04/2011 Roslin

\*\*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).
- These shares of Flagstar Bancorp, Inc. Common Stock represent a portion of the reporting person's salary, net of withholdings and deductions, and were issued under Flagstar Bancorp, Inc.'s 2006 Equity Incentive Plan.

**(2)** 

Reporting Owners 2

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Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents is based on the closing price of Flagstar Bancorp, Inc. Common Stock.

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