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Kerin Matth Form 4	ew A										
September 0	5, 2012										
FORM	14									PPROVAL	
	UNITE	O STATES		ITIES Al hington,]			NGE (COMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c	ger STATE 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January 31 200 Estimated average burden hours per response 0.	
Form 5 obligatio may com <i>See</i> Instr 1(b).	tinue. Section 1	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 <u>*</u> Kerin Matthew A			2. Issuer Name and Ticker or Trading Symbol FLAGSTAR BANCORP INC [(NYSE:FBC)]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O FLAGSTAR BANCORP, INC., 5151 CORPORATE DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 08/31/2012					Director 10% Owner XOfficer (give title Other (specify below) below) Executive Vice-President			
TROY, MI	(Street) 48098		4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
(City)	(State)	(Zip)			• .• .	· ·		Person	6 D C .		
(eng)	(State)	(2.p)	Table	e I - Non-De	erivative S	securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Dea (Month/Day/Year) Executi any (Month		on Date, if	Code	TransactionAcquired (A) or))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Elector				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Flagstar Bancorp, Inc. Common Stock	08/31/2012			А	6,365	A	\$ 0 (1)	725,348	D		

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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. 09/05/2012 Kerin **Signature of Date

<u>**</u>Signature of 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) 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.

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.