#### Edgar Filing: Smith Lee Matthew - Form 4

Smith Lee N Form 4	Aatthew										
January 03,	2018										
FORM		STATE	SECUD	ITIES A	ND EVC		JOE	COMMISSION	r	PPROVAL	
-	UNITED	SIAIL			ND EAC D.C. 205		NGE (	20141141155101	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16.				F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						January 31, 2005 average	
Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	Filed pur Filed pur Section 17(	Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section ) of the Investment Company Act of 1940									
(Print or Type	Responses)										
Smith Lee Matthew Symbol FLAGST			Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
			FLAGSTAR BANCORP INC [(NYSE:FBC)]					(Check all applicable)			
(Last)		Middle)	(Month/Dav/Year)X				Director X Officer (give below)		b Owner er (specify		
	STAR BANCOR CORPORATE D		12/31/20	)17				· · · · · · · · · · · · · · · · · · ·	Vice President a	& COO	
				ndment, Date Original th/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
TROY, MI	48098							Person	Aore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)		. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Flagstar Bancorp, Inc. Common Stock	12/31/2017			М	21,327	A	\$ 0	88,581	D		
Flagstar Bancorp, Inc. Common Stock	12/31/2017			М	2,133	A	\$ 0	90,714	D		
	12/31/2017			F(1)	10,839	D	\$0	79,875	D		

Flagstar
Bancorp,
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 information contained in this form are not 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 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. Transactic Code (Instr. 8)	orDeriv Secu Acqu or Di (D) (Inst	5. Number of 6. Date Exercisable and Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numt of Sha
Performance Stock Unit	\$ 0	12/31/2017		М		21,327	12/31/2017	12/31/2017	Flagstar Bancorp, Inc. Common Stock	21,3
Quality Stock Unit	\$ 0	12/31/2017		М		2,133	12/31/2017	12/31/2017	Flagstar Bancorp, Inc. Common Stock	2,13

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Smith Lee Matthew C/O FLAGSTAR BANCORP INC. 5151 CORPORATE DRIVE TROY, MI 48098			Executive Vice President & COO					

## Signatures

Jan M. Klym, by Power of Attorney for Mr. Smith

01/03/2018

\*\*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).

(1) These shares were surrendered to the issuer to cover the tax obligations on shares for which restrictions have lapsed.

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.