#### HAMMOND THOMAS J

Form 4

February 01, 2006

## FORM 4

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

OMB Number:

response...

3235-0287 January 31,

0.5

if no longer subject to

Check this box

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

Expires: 2005 Estimated average burden hours per

**OMB APPROVAL** 

Section 16. Form 4 or

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HAMMOND THOMAS J

(Street)

2. Issuer Name and Ticker or Trading

Symbol

FLAGSTAR BANCORP INC [(NYSE:FBC)]

(Check all applicable)

Chairman of the Board

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

5151 CORPORATE DRIVE

01/31/2006

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

Person

Issuer

below)

TROY, MI 48098

							1 013011		
(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	ired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Flagstar Bancorp, Inc. Common Stock	01/31/2006		M	40,000	A		56,178	D	
Flagstar Bancorp, Inc. Common Stock	01/31/2006		S	900	D	\$ 15.05	55,278	D	
Flagstar Bancorp,	01/31/2006		S	800	D	\$ 15.07	54,478	D	

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Inc. Common Stock							
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	1,100	D	\$ 15.09	53,378	D
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	200	D	\$ 15.1	53,178	D
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	800	D	\$ 15.11	52,378	D
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	3,600	D	\$ 15.13	48,778	D
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	2,300	D	\$ 15.14	46,478	D
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	4,200	D	\$ 15.15	42,278	D
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	6,200	D	\$ 15.16	36,078	D
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	4,700	D	\$ 15.17	31,378	D
Flagstar Bancorp, Inc.	01/31/2006	S	1,000	D	\$ 15.18	30,378	D

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Common Stock								
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	2,500	D	\$ 15.19	27,878	D	
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	5,400	D	\$ 15.2	22,478	D	
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	3,300	D	\$ 15.21	19,178	D	
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	2,400	D	\$ 15.22	16,778	D	
Flagstar Bancorp, Inc. Common Stock	01/31/2006	S	600	D	\$ 15.23	16,178	D	
Flagstar Bancorp, Inc. Common Stock						11,009,440	I	By Trust
Flagstar Bancorp, Inc. Common Stock						52,946.19 (1)	I	By 401(K) Plan

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

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SEC 1474

(9-02)

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

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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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 5.01	01/31/2006		M	40,000	(2)	05/22/2006	Common Stock	40,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
HAMMOND THOMAS J 5151 CORPORATE DRIVE TROY, MI 48098	X	X	Chairman of the Board					

## **Signatures**

/s/ Thomas J. 02/01/2006 Hammond Date

\*\*Signature of Reporting

# **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).
- 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 on January 31, 2006.
- 25% of these options vested on May 22, 2003, 25% of these options vested on May 22, 2004, and 50% of these options vested on May **(2)** 22, 2005.

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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