#### FLAGSTAR BANCORP INC

Form 4

February 01, 2007

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

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January 31,

2005

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

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 HAMMOND THOMAS J Issuer Symbol FLAGSTAR BANCORP INC (Check all applicable) [(NYSE:FBC)] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director X\_\_ 10% Owner X\_ Officer (give title \_ Other (specify (Month/Day/Year) below) 5151 CORPORATE DRIVE 01/30/2007 Chairman of the Board (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, Inc. 01/30/2007 16,575 \$0 30,125 D A Α Common Stock Flagstar Bancorp, Inc. 10,300,443 By Trust Common Stock

By 401(k)

Plan

57,240.71 <sup>(1)</sup> I

Inc.

Common Stock

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

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(9-02)

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. Transactio Code (Instr. 8)	5. Number of tiorDerivative Securities ) 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	Amor Numl Share
Stock Appreciation Rights	\$ 14.48	01/30/2007		A	109,091		(2)	01/30/2014	Common Stock	109

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#### **Reporting Owners**

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

## **Signatures**

/s/ Robert O. Rondeau as Attorney-in-Fact

a currently valid OMB number.

02/01/2007

\*\*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).
- 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 **(1)** closing price of Flagstar Bancorp, Inc. common stock on January 31, 2007.
- (2) The stock appreciation rights vest in four equal annual installments beginning on January 30, 2008 and are required to be settled in cash. 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

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