#### FLAGSTAR BANCORP INC

Form 4

January 28, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* HAMMOND KIRSTIN A

2. Issuer Name and Ticker or Trading

Symbol

FLAGSTAR BANCORP INC

5. Relationship of Reporting Person(s) to Issuer

[(NYSE:FBC)]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 01/24/2008

\_X\_ Director 10% Owner

(Check all applicable)

X\_ Officer (give title Other (specify below)

5151 CORPORATE DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

**Executive Director** 

Applicable Line)

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

TROY, MI 48098

Bancorp,

							Person			
(City)	(State) (	Zip) Table	I - Non-D	erivative s	Secur	ities Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Flagstar Bancorp, Inc. Common Stock	01/24/2008		F(1)	1,009	D	\$ 6.86	2,103	D		
Flagstar Bancorp, Inc. Common Stock	01/24/2008		A	5,408	A	\$ 0	7,511	D		
Flagstar							52,742	I	By Trust	

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Inc. Common Stock			
Flagstar Bancorp, Inc. Common Stock	27,253.51 (2)	I	By 401(k) Plan
Flagstar Bancorp, Inc. Common Stock	106,360 (3)	I	By Husband
Flagstar Bancorp, Inc. Common Stock	5,533,847 (3)	I	By Husband's Trust
Flagstar Bancorp, Inc. Common Stock	90,221.59 (2)	I	By Husband's 401(k) Plan

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)				Securi		(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						<b>.</b>	<b>.</b>		or	
							Expiration		Number	
							Date		of	
				Code V	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

SEC 1474

(9-02)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HAMMOND KIRSTIN A

5151 CORPORATE DRIVE X Executive Director

TROY, MI 48098

## **Signatures**

/s/ Kirstin A. 01/28/2008 Hammond

\*\*Signature of Reporting Date

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 were withheld by the Company to satisfy Ms. Hammond's tax withholding obligation upon the vesting of restricted stock.
- (2) 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 25, 2008.
- (3) Ms. Hammond disclaims beneficial ownership of these shares pursuant to Rule 16a-1(a)(4).

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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