Roslin Matthew Form 4 March 06, 2012

FORM 4

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction **SECURITIES**

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(b).

1. Name and Address of Reporting Person * Roslin Matthew

(Last) (First) (Middle)

5151 CORPORATE DRIVE

(Street)

TROY, MI 48098

2. Issuer Name and Ticker or Trading

Symbol

FLAGSTAR BANCORP INC [(NYSE:FBC)]

3. Date of Earliest Transaction (Month/Day/Year)

03/02/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

EVP and Chief Legal Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Ox

• • • • • • • • • • • • • • • • • • • •		1 abie	: 1 - Non-De	erivative S	ecuriu	ies Ac	quirea, Disposea	oi, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	sactionAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		5)	Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)
					(Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
F1 .			Code v	Amount	(D)	FIICE			
Flagstar									
Bancorp,	02/02/2012			4.200		\$0	120.002	-	

Inc. 03/02/2012 128,903 Α 4,398 D (1)

Common Stock

Flagstar

Bancorp, Inc.

Common Stock

Flagstar Bancorp, 2,230

I

I

By IRA

By 401(k)

4,287 (2)

Plan

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 SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transact Code (Instr. 8)	5. sorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
			Code W	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

> > EVP and Chief Legal Officer

Roslin Matthew

5151 CORPORATE DRIVE

TROY, MI 48098

Signatures

Roslin

/s/ Matthew I. 03/06/2012

**Signature of Date 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).
- 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.

(2)

Reporting Owners 2

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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.

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