#### CAMPANELLI JOSEPH P

Form 4 July 24, 2012

# FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* CAMPANELLI JOSEPH P

2. Issuer Name and Ticker or Trading

Symbol

07/20/2012

FLAGSTAR BANCORP INC

[(NYSE:FBC)]

5. Relationship of Reporting Person(s) to Issuer

Chairman, President and CEO

(Check all applicable)

C/O FLAGSTAR BANCORP,

(First)

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

\_X\_\_ Director X\_ Officer (give title below)

10% Owner Other (specify below)

INC., 5151 CORPORATE DRIVE (Street)

(State)

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

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

TROY, MI 48098

(City)

1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (D) (Month/Day/Year) (Instr. 8)

(Zip)

(Middle)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of (Instr. 3, 4 and 5)

Securities Beneficially (D) or Owned Following Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Flagstar

Bancorp, Inc. 07/20/2012

Price Code V Amount (D)

(A)

or

1,580,579

(Instr. 3 and 4)

D

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.

SEC 1474 (9-02)

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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. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securitie	es	(Instr. 5)	Bene
	Derivative	Derivative Securities					(Instr. 3	and 4)		Own	
	Security				Acquired	cquired				Follo	
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Relationships

Chairman.

President and

**CEO** 

### **Reporting Owners**

Reporting Owner Name / Address								
	Director	10% Owner	Officer	Other				

**CAMPANELLI JOSEPH P** C/O FLAGSTAR BANCORP, INC. X 5151 CORPORATE DRIVE TROY, MI 48098

### **Signatures**

/s/ Joseph P. 07/24/2012 Campanelli

\*\*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).
- 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.

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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