

DiNello Alessandro
Form 4
March 22, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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. Name and Address of Reporting Person *
DiNello Alessandro

2. Issuer Name and Ticker or Trading Symbol
FLAGSTAR BANCORP INC
[(NYSE:FBC)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

C/O FLAGSTAR BANCORP, INC., 5151 CORPORATE DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TROY, MI 48098

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Flagstar Bancorp, Inc. Common Stock | 03/20/2019 | | M | | 2,557 A \$ 0 | 168,543 | D |
| Flagstar Bancorp, Inc. Common Stock | 03/20/2019 | | F | | 1,115 (1) D \$ 0 | 167,428 | D |
| | | | | | | 14,587 | I |

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| | | | |
|-------------------------------------|--------|---|------------------------|
| Flagstar Bancorp, Inc. Common Stock | | | By 401(k) Plan |
| Flagstar Bancorp, Inc. Common Stock | 1,274 | I | By IRA |
| Flagstar Bancorp, Inc. Common Stock | 10,000 | I | By CRUTrust |
| Flagstar Bancorp, Inc. Common Stock | 206 | I | By Wife's Trust |
| Flagstar Bancorp, Inc. Common Stock | 3,060 | I | By Trust fbo gchild AD |
| Flagstar Bancorp, Inc. Common Stock | 3,060 | I | By Trust fbo gchild DD |
| Flagstar Bancorp, Inc. Common Stock | 2,000 | I | By Trust fbo gchild LG |
| Flagstar Bancorp, Inc. Common Stock | 1,000 | I | By Trust fbo gchild MG |

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

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(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 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 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 |
| Restricted Stock Unit (LTP31919) | (2) | 03/19/2019 | | A | 10,227 | (3) (3) | Flagstar Bancorp, Inc. Common Stock 10,227 |
| Restricted Stock Unit (LTP32018) | (2) | 03/20/2019 | | M | 2,557 | (3) (3) | Flagstar Bancorp, Inc. Common Stock 2,557 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DiNello Alessandro C/O FLAGSTAR BANCORP, INC. 5151 CORPORATE DRIVE TROY, MI 48098 | X | | CEO and President | |

Signatures

/s/ Jan M Klym, By Power of Attorney of Mr. DiNello 03/21/2019

__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).
- (1) These shares were surrendered to the issuer to cover the tax obligations on shares for which restrictions have lapsed.
- (2) Each restricted stock unit represents a contingent right to receive one share of Flagstar Bancorp, Inc. Common Stock.
- (3) These restricted stock units will vest 25 percent on both the first and second anniversary of the grant date, and the remaining 50 percent on the third anniversary of the grant date.

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