

Issa Steven
 Form 4
 February 20, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Issa Steven

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)
 02/11/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice-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 Indirect Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | | S | | 15.075 | D | \$ 300 37,147 |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | | S | | 15.08 | D | \$ 100 37,047 |
| | 02/11/2013 | | S | | 15.09 | D | \$ 200 36,847 |

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| | | | | | | | |
|--|------------|---|--------|---|----------|--------|---|
| Flagstar Bancorp, Inc. Common Stock | | | | | | | |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.115 | D | \$ 100 | 36,747 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.12 | D | \$ 100 | 36,647 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.15 | D | \$ 200 | 36,447 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.18 | D | \$ 300 | 36,147 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.19 | D | \$ 800 | 35,347 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.2 | D | \$ 1,883 | 33,464 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.205 | D | \$ 300 | 33,164 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.21 | D | \$ 1,417 | 31,747 | D |
| | 02/11/2013 | S | 15.215 | D | \$ 600 | 31,147 | D |

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|--|------------|---|---------|---|----------|--------|---|
| Flagstar Bancorp, Inc. Common Stock | | | | | | | |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.2175 | D | \$ 100 | 31,047 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.22 | D | \$ 7,281 | 23,766 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.225 | D | \$ 200 | 23,566 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.23 | D | \$ 1,200 | 22,366 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.235 | D | \$ 100 | 22,266 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.24 | D | \$ 403 | 21,863 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.245 | D | \$ 800 | 21,063 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.25 | D | \$ 1,100 | 19,963 | D |
| | 02/11/2013 | S | 15.26 | D | \$ 1,300 | 18,663 | D |

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|--|------------|---|--------|---|-----------|--------|---|
| Flagstar Bancorp, Inc. Common Stock | | | | | | | |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.265 | D | \$ 500 | 18,163 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.27 | D | \$ 900 | 17,263 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.28 | D | \$ 1,000 | 16,263 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.281 | D | \$ 500 | 15,763 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.285 | D | \$ 500 | 15,263 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.29 | D | \$ 10,900 | 4,363 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.3 | D | \$ 3,700 | 663 | D |
| Flagstar Bancorp, Inc. Common Stock | 02/11/2013 | S | 15.32 | D | \$ 200 | 463 | D |
| | 02/11/2013 | S | 15.34 | D | \$ 100 | 363 | D |

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

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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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Issa Steven C/O FLAGSTAR BANCORP, INC. 5151 CORPORATE DRIVE TROY, MI 48098 | | | Executive Vice-President | |

Signatures

/s/ Steven Issa 02/20/2013

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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