

FLAGSTAR BANCORP INC

Form 4

May 24, 2017

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DiNello Alessandro

(Last) (First) (Middle)

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

(Street)

TROY, MI 48098

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/22/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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**

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 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 Beneficial Ownership (Instr. 4)
Flagstar Bancorp, Inc. Common Stock	05/16/2017		G	V 350	D \$ 0 130,760	D	
Flagstar Bancorp, Inc. Common Stock	05/22/2017		M	128,572 A	\$ 0 259,332	D	
	05/22/2017		F <sup>(1)</sup>	70,329 D	\$ 0 189,003	D	

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Flagstar  
Bancorp,  
Inc.  
Common  
Stock

Flagstar  
Bancorp,  
Inc.  
Common  
Stock

14,612 <sup>(2)</sup>

I

By 401(k)  
Plan

Flagstar  
Bancorp,  
Inc.  
Common  
Stock

1,274

I

By IRA

Flagstar  
Bancorp,  
Inc.  
Common  
Stock

206

I

By Wife's  
Trust

Flagstar  
Bancorp,  
Inc.  
Common  
Stock

1,060

I

By Trust  
fbo gchild  
AD

Flagstar  
Bancorp,  
Inc.  
Common  
Stock

1,060

I

By Trust  
fbo gchild  
DD

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)

**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	(3)	05/22/2017	M	128,572	(4)	(4)	Flagstar Bancorp, Inc. Common Stock 128,572

## 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

05/24/2017

\_\_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) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of Flagstar Bancorp, Inc. stock on the applicable measurement date.
- (3) Each restricted stock unit represents a contingent right to receive one share of Flagstar Bancorp, Inc. Common Stock.  
The Restricted Stock Units will fully vest if, for one-hundred twenty consecutive days, the volume-weighted average price per share of Flagstar Bancorp common stock is \$28.00 or more (the "Performance Hurdle"). The Performance Hurdle must be achieved within ten
- (4) years of the grant date. The vested RSUs will pay out in five installments, subject to a "Quality Review," on the date the Performance Hurdle is attained and on each of the four subsequent annual payout dates. Vesting and payout may be adjusted upon certain triggering events, as more fully described in the Form 8-K filed by Flagstar Bancorp on October 26, 2015.

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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