

HAMMOND MARK T

Form 4

November 29, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAMMOND MARK T

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)

5151 CORPORATE DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2005

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

TROY, MI 48098

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

(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 Beneficial Ownership (Instr. 4)
Flagstar Bancorp, Inc. Common Stock	11/29/2005		M	202,500	A \$ 1.96	223,923	D
Flagstar Bancorp, Inc. Common Stock	11/29/2005		M	103,768	A \$ 3.2	327,691	D
Flagstar Bancorp,	11/29/2005		M	330,958	A \$ 4.83	658,649	D

Inc.
Common
Stock

Flagstar
Bancorp,
Inc.
Common
Stock

11/29/2005

M

162,774 A

\$
5.01

821,423

D

Flagstar
Bancorp,
Inc.
Common
Stock

4,720,713

I

By Trust

Flagstar
Bancorp,
Inc.
Common
Stock

2,009 ⁽¹⁾

I

By Wife

Flagstar
Bancorp,
Inc.
Common
Stock

51,042 ⁽¹⁾

I

By Wife's
Trust

Flagstar
Bancorp,
Inc.
Common
Stock

4,280.66 ⁽¹⁾
₍₂₎

I

By Wife's
401(k)
Plan

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
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares

Employee Stock Option (Right to Buy)	\$ 1.96	11/29/2005	M	202,500	<u>(3)</u>	06/19/2010	Common Stock	202,50
Employee Stock Option (Right to Buy)	\$ 3.2	11/29/2005	M	103,768	<u>(4)</u>	01/25/2010	Common Stock	103,76
Employee Stock Option (Right to Buy)	\$ 4.83	11/29/2005	M	330,958	<u>(5)</u>	01/23/2011	Common Stock	330,95
Employee Stock Option (Right to Buy)	\$ 5.01	11/29/2005	M	162,774	<u>(6)</u>	05/22/2011	Common Stock	162,77

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMMOND MARK T 5151 CORPORATE DRIVE TROY, MI 48098	X		President and CEO	

Signatures

/s/ Mark T.
Hammond

11/29/2005

 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) Mr. Hammond disclaims beneficial ownership of these shares pursuant to Rule 16a-1(a)(4).
- (2) 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 on November 28, 2005.
- (3) These options vested on June 19, 2004.
- (4) These options vested on January 25, 2004.
- (5) These options vested in three installments of 60,954 on January 23, 2003, 90,000 on January 23, 2004 and 180,004 on January 23, 2005.
- (6) These options vested in three installments of 49,500 on May 22, 2003, 49,500 on May 22, 2004 and 63,774 on May 22, 2005.

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(7) These options vested on May 22, 2005.

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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