

Eng Gregory
Form 3
February 04, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Eng Gregory

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/30/2009

3. Issuer Name **and** Ticker or Trading Symbol
FLAGSTAR BANCORP INC [FBC]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

C/O MP (THRIFT) GLOBAL
ADVISORS III LLC,Â 520
MADISON AVENUE

(Street)

NEW

YORK,Â NYÂ 10022-4213

(City)

(State)

(Zip)

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of

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			Shares			or Indirect (I) (Instr. 5)	
Convertible Participating Voting Preferred Stock Series B	Â (1)	Â (2)	Common Stock	312,500,000 (3)	\$ 1,000	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eng Gregory C/O MP (THRIFT) GLOBAL ADVISORS III LLC 520 MADISON AVENUE NEW YORK, NY 10022-4213	Â X	Â	Â	Â

Signatures

/s/ Gregory Eng 02/03/2009

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- The Convertible Participating Voting Preferred Stock Series B of Flagstar Bancorp. (the "Issuer") is not convertible until the receipt of approval of such conversion by the stockholders of the Issuer (the "Stockholder Approval") necessary to amend the Certificate of
- (1) Incorporation to increase the number of authorized shares of Common Stock, and upon receipt of the Stockholder Approval, the shares of Convertible Participating Voting Preferred Stock Series B will automatically convert into shares of Common Stock of the Issuer.
- (2) The Convertible Participating Voting Preferred Stock Series B has no expiration date.
- Each share of Convertible Participating Voting Preferred Stock Series B is convertible into such number of shares of Common Stock equal to the \$1,000 divided by the applicable conversion price, plus cash in lieu of fractional shares. Assuming that there are no
- (3) anti-dilution adjustments to the conversion price of the Convertible Participating Voting Preferred Stock Series B, applicable conversion price for each share of Convertible Participating Voting Preferred Stock Series B is \$0.80 per share.

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Remarks:

SeeÂ ExhibitÂ 99

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.