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| Form 4 | | | | | | | | | | | |
|--|--|-------------------------|--|--------------------------|-------------------------------------|--|----------------------|--|--|--------------|--|
| August 21, 2 | | | | | | | | | OMB A | PPROVAL | |
| FORM | UNITED | S SECUR Was | | OMB Number: | 3235-0287 | | | | | | |
| Check th if no lon subject t Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b). | ger o 16. or Filed pu ons tinue. | rsuant to (a) of the | Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES o Section 16(a) of the Securities Exchange Act of 1934, e Public Utility Holding Company Act of 1935 or Sectio h) of the Investment Company Act of 1940 | | | | | | January 3Expires:200Estimated averageburden hours perresponse0 | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Kerin Matthew A | | | 2. Issuer Name and Ticker or Trading Symbol FLAGSTAR BANCORP INC [(NYSE:FBC)] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | (First) STAR BANCOF CORPORATE I | | 3. Date of (Month/Da 08/17/20 | - | insaction | | | Director X Officer (giv below) Execut | | | |
| TROY, MI | (Street) 4. If Amendm Filed(Month/D | | | | - | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year | r) Executi any | | 3. Transactic Code | 4. Securi onAcquired Disposed | ties l (A) c l of (D 4 and (A) or | or)) | 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 | |
| Flagstar Bancorp, Inc. Common Stock | 08/17/2012 | | | Code V | Amount 6,232 | (D) A | Price \$ 0 (1) | 718,983 | D | | |

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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 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) | 4. Transact Code (Instr. 8) | 5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|--------------------------------------|---|---------------------|--------------------|-------|--|---|---|
| | | | 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 | | |
| Kerin Matthew A C/O FLAGSTAR BANCORP, INC. 5151 CORPORATE DRIVE TROY, MI 48098 | | | Executive Vice-President | | | |
| Signatures | | | | | | |

/s/ Matthew A. 08/21/2012 Kerin **Signature of Date

<u>**</u>Signature of Reporting Person

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 of Flagstar Bancorp, Inc. Common Stock represent a portion of the reporting person's salary, net of withholdings and deductions, and were issued under Flagstar Bancorp, Inc.'s 2006 Equity Incentive Plan.

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.