

DiNello Alessandro
 Form 4
 January 22, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 DiNello Alessandro

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)
 01/18/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and 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 Ownership (Instr. 4)
			Code	V	Amount	(D)			
Flagstar Bancorp, Inc. Common Stock	08/08/2017		G	V	53,000	D	\$ 0 136,003	D	
Flagstar Bancorp, Inc. Common Stock	08/21/2017		G	V	800	D	\$ 0 135,203	D	
	11/28/2017		G	V	10,150	D	\$ 0 125,053	D	

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Flagstar Bancorp, Inc. Common Stock									
Flagstar Bancorp, Inc. Common Stock	01/18/2018	F	<u>5,544</u> ⁽¹⁾	D	\$ 0	119,509	D		
Flagstar Bancorp, Inc. Common Stock	08/08/2017	G	V <u>25,000</u> ⁽²⁾	A	\$ 0	25,000	I	By Trust fbo Son AD	
Flagstar Bancorp, Inc. Common Stock	08/08/2017	G	V <u>25,000</u> ⁽²⁾	A	\$ 0	25,000	I	By Trust fbo Daughter CG	
Flagstar Bancorp, Inc. Common Stock	08/08/2017	G	V <u>1,000</u> ⁽³⁾	A	\$ 0	2,060	I	By Trust fbo gchild AD	
Flagstar Bancorp, Inc. Common Stock	08/08/2017	G	V <u>1,000</u> ⁽³⁾	A	\$ 0	2,060	I	By Trust fbo gchild DD	
Flagstar Bancorp, Inc. Common Stock	08/08/2017	G	V <u>1,000</u> ⁽³⁾	A	\$ 0	1,000	I	By Trust fbo gchild LG	
Flagstar Bancorp, Inc. Common Stock	11/28/2017	G	V <u>9,500</u> ⁽²⁾	A	\$ 0	34,500	I	By Trust fbo Son AD	
Flagstar Bancorp, Inc. Common Stock						14,498 ⁽⁴⁾	I	By 401(k) Plan	
Flagstar Bancorp, Inc. Common Stock						1,274	I	By IRA	

Flagstar
Bancorp,
Inc.
Common
Stock

Flagstar
Bancorp,
Inc.
Common
Stock

206

I

By Wife's
Trust

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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

Jan M Klym, By Power of Attorney of Mr.
DiNello

01/19/2018

**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.

These shares are held in a trust for the benefit of the reporting person's child. The reporting person's spouse is a co-trustee of the trust. The

(2) reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

These shares are held in a trust for the benefit of the reporting person's grandchild. The reporting person's spouse is a co-trustee of the

(3) trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(4) 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.

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.