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Soura Marsh Form 4											
February 23,	_									PPROVAL	
FORN	14 UNITE	D STATES					NGE C	COMMISSION	OMB		
Check thi	is box		Was	hington,	D.C. 205	549			Number:	3235-0287 January 31,	
if no long subject to Section 1 Form 4 o Form 5 obligation	6. r Filed p	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								Expires. 2005 Estimated average burden hours per response 0.5	
may cont <i>See</i> Instru 1(b).	uction		of the Inv	•	•	- ·			1		
(Print or Type F	Responses)										
Soura Marshall P Symbol			Symbol FLAGS	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			:FBC)]				(Check an applicable)				
	(First) STAR BANCC CORPORATE		3. Date of (Month/Da 02/19/20	-	ansaction			Director X Officer (give below) Executiv			
TROY, MI	(Street) 48098			ndment, Da th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting Pe	erson	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executio any		3. Transactic Code	4. Securit on(A) or Dia (Instr. 3, 4	ies Ac sposed	quired l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Flagstar Bancorp, Inc. Common Stock	02/19/2010			Code V	Amount 12,210	(D)	Price \$ 0 (1)	(Instr. 3 and 4) 31,130	D		
Flagstar Bancorp, Inc. Common Stock	02/19/2010			F	5,551	D	\$ 0.63	25,579	D		

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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.

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

1. Title	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivat	ive Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secu
(Instr. 3) Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Add	ress	Relationships					
F 8	Director	10% Owner	Officer	Other			
Soura Marshall P C/O FLAGSTAR BANCORF 5151 CORPORATE DRIVE TROY, MI 48098	, INC.		Executive Vice-President				
Signatures							
/s/ Marshall	02/23/2010						

Soura <u>**</u>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) Securities are base salary paid to Mr. Soura in the form of shares of the Flagstar Bancorp, Inc. Common Stock.

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.