#### CAMPANELLI JOSEPH P

Form 4 July 27, 2010

## FORM 4

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

**OMB** 3235-0287 Number:

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction

1(b).

(City)

1. Title of

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* CAMPANELLI JOSEPH P

2. Issuer Name and Ticker or Trading

Symbol

FLAGSTAR BANCORP INC

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle) [(NYSE:FBC)] 3. Date of Earliest Transaction

\_X\_ Director 10% Owner X\_ Officer (give title \_ Other (specify

C/O FLAGSTAR BANCORP, INC., 5151 CORPORATE DRIVE

(Street)

(State)

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check

6. Ownership 7. Nature of

Beneficial Ownership

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

(Month/Day/Year)

07/23/2010

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

TROY, MI 48098

(Zip)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired 5. Amount of

below)

Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction(A) or Disposed of Code (D)		d of	Securities Beneficially	Form: Direct (D) or	Indirect Beneficia	
(======================================		(Month/Day/Year)		(Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownershi (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu. 1)	(msu. 1)
Flagstar Bancorp, Inc. Common Stock	07/23/2010		A		` '		171,097	D	
Flagstar Bancorp, Inc. Common	07/23/2010		F	2,439	D	\$ 3.31	168,658	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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctio	rNumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative					Securities			(Instr.	. 3 and 4)	
	Security					Acquired					
	·					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						i, una 5)					
										Amount	
							Date Exercisable	Expiration Date	Title	or	
										Number	
										of	
				Code	V	(A) (D)				Shares	

### **Reporting Owners**

Director 10% Owner Officer Other

CAMPANELLI JOSEPH P C/O FLAGSTAR BANCORP, INC. 5151 CORPORATE DRIVE TROY, MI 48098

Chairman, X President and

CEO

### **Signatures**

/s/ Joseph P. Campanelli 07/27/2010

\*\*Signature of Reporting Date
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) Securities are base salary paid to Mr. Campanelli in the form of shares of the Flagstar Bancorp, Inc. Common Stock as further described in the Company's Current Report on Form 8-K filed on October 2, 2009.

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.

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