#### Edgar Filing: Kerin Matthew A - Form 4

Kerin Matthe Form 4										
July 27, 2010 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). July 27, 2010 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935 Section 17(a) of the Public Utility Holding Company Act of 1935 or Sec 30(h) of the Investment Company Act of 1940							<b>NERSHIP OF</b> the Act of 1934, f 1935 or Sectio	Number: 3235-0287 Number: January 31 Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type F	Responses)									
Kerin Matthew A Sy FI			2. Issuer Name <b>and</b> Ticker or Trading Symbol FLAGSTAR BANCORP INC [(NYSE:FBC)]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(1			3. Date of Earliest Transaction (Month/Day/Year) 07/23/2010				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice-President			
			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>			
(City)	(State) (	Zip)	Table I - Non-E	Derivative	Secur	ities Acc	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Da any	3.	4. Securi on(A) or D (D)	ities A ispose	cquired d of	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	07/23/2010		Code V A	Amount 2,308		Price \$ 0 (1)	(Instr. 3 and 4) 81,692	D		
Flagstar Bancorp, Inc. Common Stock	07/23/2010		F	1,082	D	\$ 3.31	80,610	D		

#### Edgar Filing: Kerin Matthew A - Form 4

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**

<b>Reporting Owner Name / Addres</b>	SS	Relationships							
	Director	10% Owner	Officer	Other					
Kerin Matthew A C/O FLAGSTAR BANCORP, I 5151 CORPORATE DRIVE TROY, MI 48098	NC.		Executive Vice-President						
Signatures									
/s/ Matthew A. 07/	27/2010								

#### 

## **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. Kerin 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 December 8, 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.

Kerin