Edgar Filing: Soura Marshall P - Form 4

| Soura Marsh Form 4 August 24, 2 | | | | | | | | | | | | |
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| | 1 / | | | | | | | | | PPROVAL | | |
| FORM | UNITED | STATES | | | ND EX(D.C. 20 | | NGE (| COMMISSION | OMB Number: | 3235-0287 | | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section | | | | SECUR | RITIES | | | | Expires: Estimated a burden hou response | irs per | | |
| obligation may cont <i>See</i> Instru 1(b). | ns inue. Section 17 | (a) of the | | ility Hold | ding Con | ipany | Act of | f 1935 or Sectio | n | | | |
| (Print or Type I | Responses) | | | | | | | | | | | |
| Soura Marshall P Sy FI | | | Symbol FLAGS | 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/Date) (Month/ | ay/Year) | ransaction | | | Director X Officer (give below) Executi | | 6 Owner er (specify ent | | |
| | | | | ndment, Date Original hth/Day/Year) | | | | 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-D |) Oerivative (| Securi | ities Acc | uired, Disposed of | f. or Beneficial | llv Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year | r) Execution any | emed | 3. Transacti Code | 4. Securi on(A) or D (D) | ties 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 | | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | | |
| Bancorp, Inc. Common Stock | 08/20/2010 | | | А | 6,358 | A | \$ 0 (1) | 30,185 | D | | | |
| Flagstar Bancorp, Inc. Common Stock | 08/20/2010 | | | F | 2,271 | D | \$ 2.62 | 27,914 | 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 | | | | | | | |
|------------------------------------------------------------------------------------|------------|---------------|--------------------------|-------|--|--|--|--|--|
| L | Director | 10% Owner | Officer | Other | | | | | |
| Soura Marshall P C/O FLAGSTAR BANCORP 5151 CORPORATE DRIVE TROY, MI 48098 | , INC. | | Executive Vice-President | | | | | | |
| Signatures | | | | | | | | | |
| /s/ Marshall | 08/24/2010 | | | | | | | | |

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.