

DiNello Alessandro
 Form 4
 January 03, 2019

FORM 4

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

OMB APPROVAL

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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)
 12/31/2018

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Flagstar Bancorp, Inc. Common Stock	12/31/2018		M		34,091	A	\$ 0 205,450	D
Flagstar Bancorp, Inc. Common Stock	12/31/2018		F ⁽¹⁾		14,864	D	\$ 0 190,586	D
	12/26/2018		G	V	10,000	D	\$ 0 180,586	D

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Flagstar Bancorp, Inc. Common Stock										
Flagstar Bancorp, Inc. Common Stock	12/24/2018	G ⁽²⁾	V	14,600	D	\$ 0	165,986	D		
Flagstar Bancorp, Inc. Common Stock	12/24/2018	G	V	1,000	A	\$ 0	3,060 ⁽³⁾	I	By Trust fbo gchild AD	
Flagstar Bancorp, Inc. Common Stock	12/24/2018	G	V	1,000	A	\$ 0	3,060 ⁽³⁾	I	By Trust fbo gchild DD	
Flagstar Bancorp, Inc. Common Stock	12/24/2018	G	V	1,000	A	\$ 0	2,000 ⁽³⁾	I	By Trust fbo gchild LG	
Flagstar Bancorp, Inc. Common Stock	12/24/2018	G	V	1,000	A	\$ 0	1,000 ⁽³⁾	I	By Trust fbo gchild MG	
Flagstar Bancorp, Inc. Common Stock	12/24/2018	G	V	10,000	A	\$ 0	10,000	I	By CRUTrust ⁽²⁾	
Flagstar Bancorp, Inc. Common Stock							14,577 ⁽⁴⁾	I	By 401(k) Plan	
Flagstar Bancorp, Inc. Common Stock							1,274	I	By IRA	
							206	I		

Flagstar
Bancorp,
Inc.
Common
Stock

By Wife's
Trust

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

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(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. Amount or Number of Shares
Restricted Stock Units (TB32018)	(5)	12/31/2018		M	34,091	(6) (6)	Flagstar Bancorp, Inc. Common Stock	34,091

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

/s/ Christine M Reid, by Power of Attorney for Mr DiNello

01/03/2019

**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.

(2) On December 24, 2018, the reporting person contributed 10,000 shares of FBC common stock to a charitable remainder unitrust of which the reporting person is a trustee and of which the reporting person and his wife are beneficiaries. The reporting person continues to report beneficial ownership of all of the FBC common stock held by the trust but disclaims beneficial ownership except to the extent of his and his wife's pecuniary interest therein.

(3) 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 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.

(5) Each restricted stock unit represents a contingent right to receive one share of Flagstar Bancorp, Inc. Common Stock.

(6) These Restricted Stock Units were granted on March 20, 2018, and will vest 25 percent each on the last business day of 2018, 2019, 2020 and 2021 calendar years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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