Tierney Michael J Form 4 April 16, 2013

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Tierney Michael J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

FLAGSTAR BANCORP INC

[(NYSE:FBC)]

(Check all applicable)

OMB

Number:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

C/O FLAGSTAR BANCORP,

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 04/12/2013

X Director 10% Owner X_ Officer (give title Other (specify below) President and CEO

INC., 5151 CORPORATE DRIVE

(Street) 4. If Amendment, Date Original

Filed(Month/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

TROY, MI 48098

Stock

(City)	(State) (2	Zip) Table	e I - Non-Do	erivative Se	ecurit	ies Aco	quired, Disposed	of, or Beneficial	lly 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 ctionAcquired (A) or Disposed of (D) 8) (Instr. 3, 4 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Flagstar Bancorp,			Code V	Amount	` '	Price	(Instr. 3 and 4)		
Inc. Common Stock	04/12/2013		A	<u>(1)</u>	A	\$0	31,944	D	
Flagstar Bancorp, Inc. Common							1,012 (2)	I	By 401(k) Plan

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(e.g., puts, calls, warrants, options, convertible securities)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	Ç
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date Expiration Exercisable Date	Expiration	or			
							Date	Title	Number		
				C 1 1	(A) (D)			of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address			Relationships	
	D: .	1007 0	0.00	

Other Director 10% Owner Officer

Deletionships

Tierney Michael J C/O FLAGSTAR BANCORP, INC. 5151 CORPORATE DRIVE TROY, MI 48098

President and CEO

Signatures

/s/ Michael

04/16/2013 Tierney **Signature of Date

Reporting 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).
- These shares of Flagstar Bancorp, Inc. Common Stock represent a portion of the reporting person's salary, net of withholdings and deductions, and were issued under Flagstar Bancorp, Inc.'s 2006 Equity Incentive Plan.
- Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents is based on the **(2)** closing price of 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.

Reporting Owners 2

9. Ni Deriv Secu

Bene Own Follo Repo Trans (Insti

SEC 1474

(9-02)