

Restricted Stock Unit	Â (1)	Â (1)	Flagstar Bancorp, Inc. Common Stock	887	\$ (2)	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marx Bryan 5151 CORPORATE DRIVE TROY, MI 48098	Â	Â	Â SVP Chief Accting Officer(PAO)	Â

Signatures

Jan M Klym, By Power of Attorney for Mr. Marx	02/02/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The restricted stock units were granted on February 25, 2014, and will vest 25% on both the first and second anniversary of the grant date, and the remaining 50% on the third anniversary of the grant date.
- (2) Each restricted stock unit represents a contingent right to receive one share 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.