

FLAGSTAR BANCORP INC  
Form 4  
January 20, 2017

**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

(Last) (First) (Middle)

C/O FLAGSTAR BANCORP,  
INC., 5151 CORPORATE DRIVE

(Street)

TROY, MI 48098

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FLAGSTAR BANCORP INC  
[(NYSE:FBC)]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/18/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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		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 Ownership (Instr. 4)
			Code	V	Amount	(D)			
Flagstar Bancorp, Inc. Common Stock	01/27/2016		G	V	500	D	\$ 0 110,789	D	
Flagstar Bancorp, Inc. Common Stock	12/15/2016		G	V	400	D	\$ 0 110,389	D	
	12/27/2016		G	V	1,052	D	\$ 0 109,337	D	

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Flagstar Bancorp, Inc. Common Stock									
Flagstar Bancorp, Inc. Common Stock	12/28/2016	G	V	2,120	D	\$ 0	107,217	D	
Flagstar Bancorp, Inc. Common Stock	01/18/2017	A		34,351	A	\$ 0	141,568	D	
Flagstar Bancorp, Inc. Common Stock	01/18/2017	<u>F<sup>(1)</sup></u>		5,581	D	\$ 0	135,987	D	
Flagstar Bancorp, Inc. Common Stock	12/27/2016	G	V	1,052	A	\$ 0	1,052	I	By Trust fbo gchild LG <sup>(2)</sup>
Flagstar Bancorp, Inc. Common Stock	12/28/2016	G	V	1,060	A	\$ 0	1,060	I	By Trust fbo gchild AD <sup>(2)</sup>
Flagstar Bancorp, Inc. Common Stock	12/28/2016	G	V	1,060	A	\$ 0	1,060	I	By Trust fbo gchild DD <sup>(2)</sup>
Flagstar Bancorp, Inc. Common Stock							14,600	I	By 401(k) Plan <sup>(3)</sup>
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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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/ Jan M Klym, By Power of Attorney of Mr. DiNello  
 \*\*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.

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- 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
- (2) 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.
  - (3) 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.

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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