

DiNello Alessandro
 Form 4
 March 22, 2018

FORM 4

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

OMB APPROVAL

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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)
 03/20/2018

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Flagstar Bancorp, Inc. Common Stock	01/30/2018		G	V 3,000 D	\$ 0	116,509	D
Flagstar Bancorp, Inc. Common Stock	01/30/2018		G	V 1,000 A	\$ 0	3,060	I
	01/30/2018		G	V 1,000 A	\$ 0	3,060	I

By Trust
 fbo gchild
 AD

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Flagstar Bancorp, Inc. Common Stock									By Trust fbo gchild DD
Flagstar Bancorp, Inc. Common Stock	01/30/2018		G V	1,000	A	\$ 0	2,000	I	By Trust fbo gchild LG
Flagstar Bancorp, Inc. Common Stock							14,521 ⁽¹⁾	I	By 401(k) Plan
Flagstar Bancorp, Inc. Common Stock							1,274	I	By IRA
Flagstar Bancorp, Inc. Common Stock							206	I	By Wife's Trust

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

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SEC 1474 (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 Security (Instr. 3 and 4)	Am Nur Sha	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units (XLPII32018)	⁽²⁾	03/20/2018		A	113,637	⁽³⁾	03/20/2028	Flagstar Bancorp, Inc. Common	11

Restricted Stock Units (Symbol)	Grant Date	Exercise Price	Quantity	Expiration Date	Stock
Restricted Stock Units (XLPII32018)	03/20/2018	A	113,636	03/20/2028	Flagstar Bancorp, Inc. Common Stock
Restricted Stock Unit (LTP32018)	03/20/2018	A	40,909	03/20/2028	Flagstar Bancorp, Inc. Common Stock
Restricted Stock Units (TB32018)	03/20/2018	A	136,364	03/20/2028	Flagstar Bancorp, Inc. Common Stock

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

Jan M Klym, By Power of Attorney of Mr. DiNello
Date: 03/22/2018

**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) 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.
 - (2) Each restricted stock unit represents a contingent right to receive one share of Flagstar Bancorp, Inc. Common Stock.
50 percent of these Restricted Stock Units will vest if, for ninety consecutive days, the volume-weighted average price per share of Flagstar Bancorp common stock is \$40.00 or more (the "Performance Hurdle"). The Performance Hurdle must be achieved within ten years of the grant date. The vested RSUs will pay out on the fourth anniversary of the grant date. The remaining 50 percent is subject to annual quality review results. If quality review results are attained the shares will vest on the fourth anniversary of the grant date. Vesting, payout and other adjustable triggering events are more fully described in the Form 8-K to be filed by Issuer on March 23, 2018.
 - (3) 50 percent of these Restricted Stock Units will vest if, for ninety consecutive days, the volume-weighted average price per share of Flagstar Bancorp common stock is \$44.00 or more (the "Performance Hurdle"). The Performance Hurdle must be achieved within ten years of the grant date. The vested RSUs will pay out on the fourth anniversary of the grant date. The remaining 50 percent is subject to annual quality review results. If quality review results are attained the shares will vest on the fourth anniversary of the grant date. Vesting, payout and other adjustable triggering events are more fully described in the Form 8-K to be filed by Issuer on March 23, 2018.
 - (4) 50 percent of these Restricted Stock Units will vest if, for ninety consecutive days, the volume-weighted average price per share of Flagstar Bancorp common stock is \$44.00 or more (the "Performance Hurdle"). The Performance Hurdle must be achieved within ten years of the grant date. The vested RSUs will pay out on the fourth anniversary of the grant date. The remaining 50 percent is subject to annual quality review results. If quality review results are attained the shares will vest on the fourth anniversary of the grant date. Vesting, payout and other adjustable triggering events are more fully described in the Form 8-K to be filed by Issuer on March 23, 2018.

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- (5) The restricted stock units were granted on March 20, 2018, and will vest 25 percent on both the first and second anniversary of the grant date, and the remaining 50 percent on the third anniversary of the grant date.
- (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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