

Cirolì James
Form 4
July 02, 2018

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cirolì James

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)
5151 CORPORATE DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/28/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP and Chief Financ Officer

TROY, MI 48098

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
Person

(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					19,895.29	D	

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

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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)	
Restricted Stock Unit (L062818)	<u>(1)</u>	06/28/2018		A	6,482	06/28/2019 ⁽²⁾	06/28/2021 ⁽²⁾	Flagstar Bancorp, Inc. Common Stock
Restricted Stock Unit (LSR062818)	<u>(1)</u>	06/28/2018		A	720	06/28/2019 ⁽³⁾	06/28/2021 ⁽³⁾	Flagstar Bancorp, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ciroli James 5151 CORPORATE DRIVE TROY, MI 48098	EVP and Chief Financ Officer

Signatures

/s/ Jan M. Klym by Power of Attorney for Mr. Ciroli 07/02/2018

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

(2) The restricted stock units were granted on June 28, 2018, 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.

(3) These restricted stock units vest in equal amounts on the anniversary of the grant date over a period of three 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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