

FLAGSTAR BANCORP INC  
 Form 3/A  
 April 03, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â DiNello Alessandro</p> <p>(Last) (First) (Middle)</p> <p>C/O FLAGSTAR BANCORP, INC.,Â 5151 CORPORATE DRIVE</p> <p>(Street)</p> <p>TROY,Â MIÂ 48098</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/23/2013</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>FLAGSTAR BANCORP INC [(NYSE:FBC)]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice-President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>02/04/2013</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Stock Appreciation Rights	Â (1)	01/30/2014	Common Stock	73 (2)	\$ 1,448	D	Â
Stock Appreciation Rights	Â (1)	01/24/2018	Common Stock	93 (2)	\$ 686	D	Â
Employee Stock Options (Right to Buy)	Â (3)	03/18/2013	Common Stock	122 (2)	\$ 1,227	D	Â
Employee Stock Options (Right to Buy)	Â (3)	02/10/2014	Common Stock	61 (2)	\$ 2,268	D	Â
Employee Stock Options (Right to Buy)	Â (3)	01/24/2015	Common Stock	51 (2)	\$ 2,073	D	Â

## 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	Â	Â	Â Executive Vice-President	Â

## Signatures

Jan M. Klym, by Power of Attorney for Mr.  
DiNello

04/03/2014

\_\_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 stock appreciation rights are fully vested, and are required to be settled in cash.
- (2) These derivative securities were originally disclosed on Mr. DiNello's Form 3 filed on February 4, 2010, but were unintentionally omitted on the Form 3 that was filed on February 4, 2013, when Mr. DiNello again become a reporting person.
- (3) The stock options are fully vested.

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.