

Issa Steven  
 Form 4  
 February 20, 2013

**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 \*  
 Issa Steven

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)  
 02/11/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice-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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Flagstar Bancorp, Inc. Common Stock	02/11/2013		S		15.075	D	\$ 300 37,147
Flagstar Bancorp, Inc. Common Stock	02/11/2013		S		15.08	D	\$ 100 37,047
	02/11/2013		S		15.09	D	\$ 200 36,847

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Flagstar Bancorp, Inc. Common Stock							
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.115	D	\$ 100	36,747	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.12	D	\$ 100	36,647	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.15	D	\$ 200	36,447	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.18	D	\$ 300	36,147	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.19	D	\$ 800	35,347	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.2	D	\$ 1,883	33,464	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.205	D	\$ 300	33,164	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.21	D	\$ 1,417	31,747	D
	02/11/2013	S	15.215	D	\$ 600	31,147	D

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Flagstar Bancorp, Inc. Common Stock							
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.2175	D	\$ 100	31,047	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.22	D	\$ 7,281	23,766	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.225	D	\$ 200	23,566	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.23	D	\$ 1,200	22,366	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.235	D	\$ 100	22,266	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.24	D	\$ 403	21,863	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.245	D	\$ 800	21,063	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.25	D	\$ 1,100	19,963	D
	02/11/2013	S	15.26	D	\$ 1,300	18,663	D

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Flagstar Bancorp, Inc. Common Stock							
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.265	D	\$ 500	18,163	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.27	D	\$ 900	17,263	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.28	D	\$ 1,000	16,263	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.281	D	\$ 500	15,763	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.285	D	\$ 500	15,263	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.29	D	\$ 10,900	4,363	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.3	D	\$ 3,700	663	D
Flagstar Bancorp, Inc. Common Stock	02/11/2013	S	15.32	D	\$ 200	463	D
	02/11/2013	S	15.34	D	\$ 100	363	D

Flagstar  
Bancorp,  
Inc.  
Common  
Stock

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 Reporting Transaction (Instr. 6)
				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
Issa Steven C/O FLAGSTAR BANCORP, INC. 5151 CORPORATE DRIVE TROY, MI 48098			Executive Vice-President	

## Signatures

/s/ Steven Issa                      02/20/2013

\_\_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).

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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