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Kerin Matthe Form 4											
December 1:											
FORM	ITIES A	ND EXC	CHAN	NGE C	COMMISSION	OMB APPROVAL					
					D.C. 205				OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont	Section 10 Public Ut	SECUR 6(a) of the ility Hole	TIES e Securiti ling Com	ies Ex ipany	NERSHIP OF e Act of 1934, 1935 or Section	Estimated average burden hours per response					
See Instruction 1(b).	uction	30(n)	of the Inv	vestment	Compan	y Act	01 194	10			
(Print or Type I	Responses)										
Kerin Matthew A Symbol FLAG			Symbol	GSTAR BANCORP INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Date (Month/				te of Earliest Transaction th/Day/Year) 1/2009				Director 10% Owner X Officer (give title Other (specify below) below) below) Executive Vice-President			
TROY, MI	(Street) 48098			ndment, Da th/Day/Year	-			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting Pe	erson	
(City)	(State)	(Zip)	Table	e I - Non-D	Oerivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Flagstar Bancorp, Inc. Common Stock	12/11/2009			Code V	Amount 46,879	(D) A	Price \$ 0 (1)	46,879	D		
Flagstar Bancorp, Inc. Common Stock	12/11/2009			F	22,329	D	\$ 0.64	24,550	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivat	ive Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secu
(Instr. 3) Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships							
	Director	10% Owner	Officer	Other					
Kerin Matthew A C/O FLAGSTAR BANCORP, INC 5151 CORPORATE DRIVE TROY, MI 48098	2.		Executive Vice-President						
Signatures									
/s/ Matthew A. 12/15/	2009								

Kerin

**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).
- Securities are base salary paid to Mr. Kerin in the form of shares of the Flagstar Bancorp, Inc. Common Stock as further described in the (1)Company's Current Report on Form 8-K filed on December 8, 2009.

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.