

DiNello Alessandro  
 Form 3  
 February 04, 2010

**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>01/26/2010</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>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)
Flagstar Bancorp, Inc. Common Stock	15,759	D	Â
Flagstar Bancorp, Inc. Common Stock	643	I	By Trust
Flagstar Bancorp, Inc. Common Stock	127,474	I	By IRA
Flagstar Bancorp, Inc. Common Stock	153,664	I	By 401(K) Plan
Flagstar Bancorp, Inc. Common Stock	17,995	I	By Wife's Trust

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

SEC 1473 (7-02)

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**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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Appreciation Rights	Â (1)	02/03/2013	Common Stock	4,495	\$ 16.28	D	Â
Stock Appreciation Rights	Â (2)	01/30/2014	Common Stock	7,273	\$ 14.48	D	Â
Stock Appreciation Rights	Â (3)	01/24/2018	Common Stock	9,258	\$ 6.86	D	Â
Employee Stock Options (Right to Buy)	Â (4)	06/19/2010	Common Stock	11,250	\$ 1.96	D	Â
Employee Stock Options (Right to Buy)	Â (4)	07/13/2010	Common Stock	22,500	\$ 1.76	D	Â
Employee Stock Options (Right to Buy)	Â (4)	05/22/2011	Common Stock	5,400	\$ 5.01	D	Â
Employee Stock Options (Right to Buy)	Â (4)	06/18/2012	Common Stock	12,800	\$ 11.8	D	Â
Employee Stock Options (Right to Buy)	Â (4)	03/18/2013	Common Stock	12,128	\$ 12.27	D	Â
Employee Stock Options (Right to Buy)	Â (4)	02/10/2014	Common Stock	6,064	\$ 22.68	D	Â
Employee Stock Options (Right to Buy)	Â (4)	01/24/2015	Common Stock	5,023	\$ 20.73	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, Â MIÂ 48098	Â	Â	Â Executive Vice-President	Â

## Signatures

/s/ Allesandro  
DiNello

02/03/2010

\*\*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 vest in four equal annual installments beginning on May 26, 2007 and are required to be settled in cash.
- (2) The stock appreciation rights vest in four equal annual installments beginning on January 30, 2008 and are required to be settled in cash.
- (3) The stock appreciation rights vest in four equal annual installments beginning on January 24, 2009 and are required to be settled in cash.
- (4) 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.

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