

DiNello Alessandro  
 Form 4  
 May 24, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 DiNello Alessandro

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)  
 05/22/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO and 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Flagstar Bancorp, Inc. Common Stock	05/22/2018		M		128,572	A	\$ 0 245,081
Flagstar Bancorp, Inc. Common Stock	05/22/2018		F <sup>(1)</sup>		54,547	D	\$ 0 190,534
					14,525 <sup>(2)</sup>	I	

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Flagstar Bancorp, Inc. Common Stock			By 401(k) Plan
Flagstar Bancorp, Inc. Common Stock	1,274	I	By IRA
Flagstar Bancorp, Inc. Common Stock	206	I	By Wife's Trust
Flagstar Bancorp, Inc. Common Stock	34,500	I	By Trust fbo Son AD
Flagstar Bancorp, Inc. Common Stock	25,000	I	By Trust fbo Daughter CG
Flagstar Bancorp, Inc. Common Stock	2,060	I	By Trust fbo gchild AD
Flagstar Bancorp, Inc. Common Stock	2,060	I	By Trust fbo gchild DD
Flagstar Bancorp, Inc. Common Stock	1,000	I	By Trust fbo gchild LG

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

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