

DiNello Alessandro
Form 4
March 22, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

C/O FLAGSTAR BANCORP,
INC., 5151 CORPORATE DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2019

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO and President

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)	(A) or (D)	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 Ownership (Instr. 4)
Flagstar Bancorp, Inc. Common Stock	03/20/2019		M	2,557	A	\$ 0 168,543	D	
Flagstar Bancorp, Inc. Common Stock	03/20/2019		F	1,115 (1)	D	\$ 0 167,428	D	
						14,587	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	10,000	I	By CRUTrust
Flagstar Bancorp, Inc. Common Stock	206	I	By Wife's Trust
Flagstar Bancorp, Inc. Common Stock	3,060	I	By Trust fbo gchild AD
Flagstar Bancorp, Inc. Common Stock	3,060	I	By Trust fbo gchild DD
Flagstar Bancorp, Inc. Common Stock	2,000	I	By Trust fbo gchild LG
Flagstar Bancorp, Inc. Common Stock	1,000	I	By Trust fbo gchild MG

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

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(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (LTP31919)	(2)	03/19/2019		A		10,227		(3)	(3)	Flagstar Bancorp, Inc. Common Stock	10,227
Restricted Stock Unit (LTP32018)	(2)	03/20/2019		M		2,557		(3)	(3)	Flagstar Bancorp, Inc. Common Stock	2,557

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	X		CEO and President	

Signatures

/s/ Jan M Klym, By Power of Attorney of Mr. DiNello

03/21/2019

__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).

- (1) These shares were surrendered to the issuer to cover the tax obligations on shares for which restrictions have lapsed.
- (2) Each restricted stock unit represents a contingent right to receive one share of Flagstar Bancorp, Inc. Common Stock.
- (3) These restricted stock units will vest 25 percent on both the first and second anniversary of the grant date, and the remaining 50 percent on the third anniversary of the grant date.

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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