

FLAGSTAR BANCORP INC
 Form 4
 November 09, 2007

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 *
 DeWitt Robert W

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)
 11/05/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | | P | | 135 A \$ 6.03 | 135 | D |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | | P | | 600 A \$ 6.04 | 735 | D |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | | P | | 2,700 A \$ 6.05 | 3,435 | D |

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| | | | | | | | | | |
|---|------------|---|-------|---|---------|-------|---|------------------|--|
| Inc. Common Stock | | | | | | | | | |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | P | 2,900 | A | \$ 6.06 | 6,335 | D | | |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | P | 1,500 | A | \$ 6.07 | 7,835 | D | | |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | P | 300 | A | \$ 6.03 | 300 | I | By IRA | |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | P | 300 | A | \$ 6.04 | 600 | I | By IRA | |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | P | 900 | A | \$ 6.05 | 1,500 | I | By IRA | |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | P | 2,660 | A | \$ 6.06 | 4,160 | I | By IRA | |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | P | 2,310 | A | \$ 6.07 | 6,470 | I | By IRA | |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | P | 265 | A | \$ 6 | 265 | I | By Wife's IRA | |
| Flagstar Bancorp, Inc. | 11/05/2007 | P | 1,700 | A | \$ 6.01 | 1,965 | I | By Wife's IRA | |

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| | | | | | | | | | |
|-------------------------------------|------------|--|---|-------|---|-----------|-------|---|--------------------|
| Common Stock | | | | | | | | | |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | | P | 827 | A | \$ 6.02 | 2,792 | I | By Wife's IRA |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | | P | 400 | A | \$ 6.03 | 3,192 | I | By Wife's IRA |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | | P | 500 | A | \$ 6.04 | 3,692 | I | By Wife's IRA |
| Flagstar Bancorp, Inc. Common Stock | 11/05/2007 | | P | 2,000 | A | \$ 6.0384 | 2,000 | I | By Wife as Trustee |
| Flagstar Bancorp, Inc. Common Stock | | | | | | | 1,350 | I | By Wife |

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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | | | | |

| | | |
|-------------|------------|--------|
| Date | Expiration | Amount |
| Exercisable | Date | or |
| | | Number |
| | | of |
| | | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DeWitt Robert W 5151 CORPORATE DRIVE TROY, MI 48098 | | X | | |

Signatures

/s/ Robert W.
DeWitt

11/09/2007

**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).

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