

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 and 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> |
|--|---|--|---|---|--|

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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