

Smith Lee Matthew
 Form 4
 May 25, 2018

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Smith Lee Matthew

2. Issuer Name and Ticker or Trading Symbol
 FLAGSTAR BANCORP INC
 [(NYSE:FBC)]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Executive Vice President & COO

(Last) (First) (Middle)

C/O FLAGSTAR BANCORP INC., 5151 CORPORATE DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2018

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 (D)	Price		
Flagstar Bancorp, Inc. Common Stock	05/23/2018		M		2,033	A	\$ 0	104,445	D
Flagstar Bancorp, Inc. Common Stock	05/23/2018		F ⁽¹⁾		582	D	\$ 0	103,863	D
	05/24/2018		S ⁽²⁾		3,000	D		100,863	D

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Flagstar
Bancorp,
Inc.
Common
Stock

\$
35.12
(3)

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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units L17	(4)	05/23/2018		M	2,033	(5) (5)	Flagstar Bancorp, Inc. Common Stock	2,033

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Lee Matthew C/O FLAGSTAR BANCORP INC. 5151 CORPORATE DRIVE TROY, MI 48098			Executive Vice President & COO	

Signatures

/s/ Jan M. Klym, by Power of Attorney for Mr. Smith

05/25/2018

**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) The sales reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 22, 2017.

This price is the average of the following sales: 100 shares each at \$35.04, \$35.11, \$35.12, \$35.17, \$35.18, \$35.21 and \$35.22; 114 shares at \$ 35.10; 181 shares at \$35.08; 200 shares each at \$35.06 and \$35.07; 300 shares at \$35.09; 400 shares each at \$35.15 and \$35.16; and 505 shares at \$35.13.

- (4) Each restricted stock unit represents a contingent right to receive one share of Flagstar Bancorp, Inc. Common Stock.
- (5) The restricted stock units were granted on May 23, 2017, and will vest 25% on both the first and second anniversary of the grant date, and the remaining 50% 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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