## Edgar Filing: HAMMOND MARK T - Form 4

HAMMON Form 4											
February 03										OMB AF	PROVAL
FORM	<b>/  4</b> UNITED	STATES				AND EXCH , D.C. 2054		GE CO	MMISSION	OMB Number:	3235-0287
Check the				0		,				Expires:	January 31,
if no lor subject Section Form 4 Form 5	to SIAIEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									2005 verage rs per 0.5
obligation may cor <i>See</i> Inst 1(b).	ons Section 170	(a) of the l	Public U	Itility I	Hol		ny A	ct of 1	Act of 1934, 935 or Section		
(Print or Type	Responses)										
	Address of Reporting	Person <u>*</u>	Symbol			d Ticker or Tra	-		. Relationship of I ssuer	Reporting Pers	on(s) to
			FLAGS			NCORP IN	C		(Check	all applicable	)
(Last) 5151 COR	(First) (PORATE DRIVE	Middle)	3. Date of (Month/I) 01/24/2	Day/Yea		ransaction		_	_X Director _X Officer (give t elow) Presic		Owner r (specify
	(Street)		4. If Am	endmen	t, D	ate Original		6	. Individual or Joi		g(Check
			Filed(Mo			-		А	pplicable Line) X_ Form filed by Oi	ne Reporting Per	rson
TROY, MI	48098							P	Form filed by Mo erson	ore than One Re	porting
(City)	(State)	(Zip)	Tab	le I - No	on-l	Derivative Sec	uritie	s Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transa Code (Instr.		4. Securities a poor Disposed o (Instr. 3, 4 an	of (D) d 5) (A)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Flagstar Bancorp, Inc. Common Stock	01/24/2009			F <u>(1)</u>		14,294	D	\$ 0.76	409,566	D	
Flagstar Bancorp, Inc. Common Stock	01/30/2009			F <u>(1)</u>		4,332	D	\$ 0.76	405,234	D	
Flagstar Bancorp,	01/30/2009			Р		2,500,000	А	\$ 0.8	2,905,234	D	

Inc. Common Stock			
Flagstar Bancorp, Inc. Common Stock	5,533,847	I	By Trust
Flagstar Bancorp, Inc. Common Stock	108,884 <u>(2)</u>	I	By 401(K) Plan
Flagstar Bancorp, Inc. Common Stock	81,152 <u>(3)</u>	I	By Wife
Flagstar Bancorp, Inc. Common Stock	52,742 <u>(3)</u>	Ι	By Wife's Trust
Flagstar Bancorp, Inc. Common Stock	32,855 <u>(2)</u> <u>(3)</u>	I	By Wife's 401(K) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form	SEC 1474 (9-02)
displays a currently valid OMB control number.	

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

						Amount
Code	v	(A)	Date Exercisable	Expiration Date	Title	or Number of Shares

## **Reporting Owners**

Reporting Owner Name / Addr	ess	Relationships							
	Director	10% Owner	Officer	Other					
HAMMOND MARK T 5151 CORPORATE DRIVE TROY, MI 48098	E X		President and CEO						
Signatures									
/s/ Mark T. Hammond	02/03/2009								
<u>**</u> 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 withheld by the Company to satisfy Mr. Hammond's tax withholding obligation upon the vesting of restricted stock.
- (2) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents is based on the closing price of Flagstar Bancorp, Inc. common stock on January 30, 2009.
- (3) Mr. Hammond disclaims beneficial ownership of these shares pursuant to Rule 16a-1(a)(4).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.