

HAMMOND THOMAS J  
Form 4  
February 01, 2006

**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 \*  
HAMMOND THOMAS J

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)  
01/31/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board

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 (D)   | Price                             |
| Flagstar Bancorp, Inc. Common Stock | 01/31/2006                           |  | M                              |   | 40,000  | A  | \$ 5.01                           |
|                                     |                                      |  |                                |   | 56,178  |  |                                   |
| Flagstar Bancorp, Inc. Common Stock | 01/31/2006                           |  | S                              |   | 900   | D  | \$ 15.05                          |
|                                     |                                      |  |                                |   | 55,278  |  |                                   |
| Flagstar Bancorp,                   | 01/31/2006                           |  | S                              |   | 800   | D  | \$ 15.07                          |
|                                     |                                      |  |                                |   | 54,478  |  |                                   |

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|   |            |   |       |   |             |        |   |
|---|------------|---|-------|---|-------------|--------|---|
| Inc.<br>Common<br>Stock                         |            |   |       |   |             |        |   |
| Flagstar<br>Bancorp,<br>Inc.<br>Common<br>Stock | 01/31/2006 | S | 1,100 | D | \$<br>15.09 | 53,378 | D |
| Flagstar<br>Bancorp,<br>Inc.<br>Common<br>Stock | 01/31/2006 | S | 200   | D | \$ 15.1     | 53,178 | D |
| Flagstar<br>Bancorp,<br>Inc.<br>Common<br>Stock | 01/31/2006 | S | 800   | D | \$<br>15.11 | 52,378 | D |
| Flagstar<br>Bancorp,<br>Inc.<br>Common<br>Stock | 01/31/2006 | S | 3,600 | D | \$<br>15.13 | 48,778 | D |
| Flagstar<br>Bancorp,<br>Inc.<br>Common<br>Stock | 01/31/2006 | S | 2,300 | D | \$<br>15.14 | 46,478 | D |
| Flagstar<br>Bancorp,<br>Inc.<br>Common<br>Stock | 01/31/2006 | S | 4,200 | D | \$<br>15.15 | 42,278 | D |
| Flagstar<br>Bancorp,<br>Inc.<br>Common<br>Stock | 01/31/2006 | S | 6,200 | D | \$<br>15.16 | 36,078 | D |
| Flagstar<br>Bancorp,<br>Inc.<br>Common<br>Stock | 01/31/2006 | S | 4,700 | D | \$<br>15.17 | 31,378 | D |
| Flagstar<br>Bancorp,<br>Inc.                    | 01/31/2006 | S | 1,000 | D | \$<br>15.18 | 30,378 | D |

|                                     |            |   |       |   |          |                          |   |  |                |
|-------------------------------------|------------|---|-------|---|----------|--------------------------|---|--|----------------|
| Common Stock                        |            |   |       |   |          |                          |   |  |                |
| Flagstar Bancorp, Inc. Common Stock | 01/31/2006 | S | 2,500 | D | \$ 15.19 | 27,878                   | D |  |                |
| Flagstar Bancorp, Inc. Common Stock | 01/31/2006 | S | 5,400 | D | \$ 15.2  | 22,478                   | D |  |                |
| Flagstar Bancorp, Inc. Common Stock | 01/31/2006 | S | 3,300 | D | \$ 15.21 | 19,178                   | D |  |                |
| Flagstar Bancorp, Inc. Common Stock | 01/31/2006 | S | 2,400 | D | \$ 15.22 | 16,778                   | D |  |                |
| Flagstar Bancorp, Inc. Common Stock | 01/31/2006 | S | 600   | D | \$ 15.23 | 16,178                   | D |  |                |
| Flagstar Bancorp, Inc. Common Stock |            |   |       |   |          | 11,009,440               | I |  | By Trust       |
| Flagstar Bancorp, Inc. Common Stock |            |   |       |   |          | 52,946.19 <sup>(1)</sup> | I |  | By 401(K) Plan |

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)

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 5.01  | 01/31/2006                           |  | M                              | 40,000  | (2) 05/22/2006   | Common Stock  | 40,000                        |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| HAMMOND THOMAS J<br>5151 CORPORATE DRIVE<br>TROY, MI 48098 | X             | X         | Chairman of the Board |       |

## Signatures

/s/ Thomas J.  
Hammond

02/01/2006

\_\_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) 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 31, 2006.
- (2) 25% of these options vested on May 22, 2003, 25% of these options vested on May 22, 2004, and 50% of these options vested on May 22, 2005.

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.