

HAMMOND THOMAS J  
Form 4  
February 01, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
5151 CORPORATE DRIVE  
(Street)

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

TROY, MI 48098

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

(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)	(A) or (D)	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 Indirect Ownership (Instr. 4)
			Code	V	Amount	Price		
Flagstar Bancorp, Inc. Common Stock	01/31/2006		M		40,000	A \$ 5.01	56,178	D
Flagstar Bancorp, Inc. Common Stock	01/31/2006		S		900	D \$ 15.05	55,278	D
Flagstar Bancorp,	01/31/2006		S		800	D \$ 15.07	54,478	D

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

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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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SEC 1474  
(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 5151 CORPORATE DRIVE 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.