HAMMOND THOMAS J

Form 4

February 21, 2006

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 SECURITIES

Estimated average burden hours per response... (

obligations may continue.

See Instruction

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 sponse... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> HAMMOND THOMAS J

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

FLAGSTAR BANCORP INC [(NYSE:FBC)]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

X Director _X_ 10% Owner _X_ Officer (give title ____ Other (specify below)

5151 CORPORATE DRIVE

02/16/2006

(Month/Day/Year)

Chairman of the Board

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

TROY, MI 48098

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	ities Acqu	nired, Disposed of	f, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)
Flagstar Bancorp, Inc. Common Stock	02/16/2006		Code V S	Amount 600	(D)	Price \$ 15.07	(Instr. 3 and 4) 11,008,840	I	By Trust
Flagstar Bancorp, Inc. Common Stock	02/16/2006		S	800	D	\$ 15.08	11,008,040	I	By Trust
Flagstar Bancorp,	02/16/2006		S	1,900	D	\$ 15.09	11,006,140	I	By Trust

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Inc. Common Stock								
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	4,600	D	\$ 15.1	11,001,540	I	By Trust
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	11,600	D	\$ 15.11	10,989,940	I	By Trust
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	2,000	D	\$ 15.12	10,987,940	I	By Trust
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	6,300	D	\$ 15.13	10,981,640	I	By Trust
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	2,300	D	\$ 15.14	10,979,340	I	By Trust
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	5,800	D	\$ 15.15	10,973,540	I	By Trust
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	700	D	\$ 15.16	10,972,840	I	By Trust
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	100	D	\$ 15.19	10,972,740	I	By Trust
Flagstar Bancorp, Inc.	02/16/2006	S	1,100	D	\$ 15.2	10,971,640	I	By Trust

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Common Stock								
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	600	D	\$ 15.21	10,971,040	I	By Trust
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	500	D	\$ 15.22	10,970,540	I	By Trust
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	900	D	\$ 15.23	10,969,640	I	By Trust
Flagstar Bancorp, Inc. Common Stock	02/16/2006	S	200	D	\$ 15.24	10,969,440	I	By Trust
Flagstar Bancorp, Inc. Common Stock						25,745	D	
Flagstar Bancorp, Inc. Common Stock						52,975.25 <u>(1)</u>	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)

 $\label{lem:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo

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(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

or Number of Shares

Reporting Owners

Reporting Owner Name / Address

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 02/21/2006

**Signature of Reporting Date
Person

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 February 17, 2006.

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.

Reporting Owners 4

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