

MATLIN DAVID J  
Form 3  
February 04, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â MATLIN DAVID J

(Last) (First) (Middle)

C/O MP (THRIFT) GLOBAL ADVISORS III LLC, Â 520 MADISON AVENUE

(Street)

NEW YORK, Â NY Â 10022-4213

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/30/2009

3. Issuer Name and Ticker or Trading Symbol  
FLAGSTAR BANCORP INC [FBC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

			Shares		or Indirect (1) (Instr. 5)	
Convertible Participating Voting Preferred Stock Series B	Â (1)	Â (2)	Common Stock 312,500,000 (3)	\$ 1,000	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATLIN DAVID J C/O MP (THRIFT) GLOBAL ADVISORS III LLC 520 MADISON AVENUE NEW YORK, NY 10022-4213	Â X	Â	Â	Â

## Signatures

/s/ David J. Matlin 02/03/2009

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The Convertible Participating Voting Preferred Stock Series B of Flagstar Bancorp. (the "Issuer") is not convertible until the receipt of approval of such conversion by the stockholders of the Issuer (the "Stockholder Approval") necessary to amend the Certificate of Incorporation to increase the number of authorized shares of Common Stock, and upon receipt of the Stockholder Approval, the shares of Convertible Participating Voting Preferred Stock Series B will automatically convert into shares of Common Stock of the Issuer.
- (2) The Convertible Participating Voting Preferred Stock Series B has no expiration date.
- (3) Each share of Convertible Participating Voting Preferred Stock Series B is convertible into such number of shares of Common Stock equal to the \$1,000 divided by the applicable conversion price, plus cash in lieu of fractional shares. Assuming that there are no anti-dilution adjustments to the conversion price of the Convertible Participating Voting Preferred Stock Series B, applicable conversion price for each share of Convertible Participating Voting Preferred Stock Series B is \$0.80 per share.

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**Remarks:**  
 SeeÂ ExhibitÂ 99

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.