

MILLER DONALD E  
 Form 4  
 March 01, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 MILLER DONALD E

2. Issuer Name and Ticker or Trading Symbol  
 FAIRCHILD CORP [FA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O THE FAIRCHILD CORPORATION, 1750 TYSONS BLVD., SUITE 1400  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/28/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

MCLEAN, VA 22102

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)	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
Class A Common Stock	02/28/2005		M		32,033	A	89,776
Class A Common Stock					300	I	Custodian for minor child

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

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SEC 1474 (9-02)

number.

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

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 6.5625					09/19/2001 <sup>(1)</sup> 09/18/2005	Class A Common Stock
Employee Stock Option (Right to Buy)	\$ 3.1					09/21/2002 <sup>(2)</sup> 09/20/2006	Class A Common Stock
Employee Stock Option (Right to buy)	\$ 5.03					09/20/2003 <sup>(3)</sup> 09/19/2007	Class A Common Stock
Deferred Compensation Units <sup>(4)</sup>	<u>(S)</u>	02/28/2005		M	4,027	02/28/2005 02/28/2005	Class A Common Stock
Deferred Compensation Units <sup>(4)</sup>	<u>(S)</u>	02/08/2005		M	8,852	02/28/2005 02/28/2005	Class A Common Stock
Deferred Compensation Units <sup>(4)</sup>	<u>(S)</u>	02/28/2005		M	1,190	02/28/2005 02/28/2005	Class A Common Stock
Deferred Compensation Units <sup>(4)</sup>	<u>(S)</u>	02/28/2005		M	11,328	02/28/2005 02/28/2005	Class A Common Stock
Deferred Compensation Units <sup>(4)</sup>	<u>(S)</u>	02/28/2005		M	1,050	02/28/2005 02/28/2005	Class A Common Stock
Deferred Compensation Units <sup>(4)</sup>	<u>(S)</u>	02/28/2005		M	5,586	02/28/2005 02/28/2005	Class A Common Stock

