

FAIRCHILD CORP

Form 4

March 01, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FLYNN JOHN L

(Last) (First) (Middle)

C/O THE FAIRCHILD
CORPORATION, 1750 TYSONS
BLVD., SUITE 1400

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

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

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

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Senior V.P., CFO & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock					8,057 ⁽¹⁾	I	401K
Class A Common Stock	02/28/2005		M		20,255	A ⁽⁷⁾	44,623

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

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 Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or No of
Employee Stock Option (Right to Buy)	\$ 6.5625					09/19/2001 ⁽²⁾ 09/18/2005	Class A Common Stock 1
Employee Stock Option (Right to Buy)	\$ 3.1					09/21/2002 ⁽³⁾ 09/20/2006	Class A Common Stock 6
Employee Stock Option (Right to buy)	\$ 5.03					09/20/2003 ⁽⁴⁾ 09/19/2007	Class A Common Stock 6
Deferred Compensation Units ⁽⁵⁾	<u>(6)</u>	02/28/2005		M	4,027	02/28/2005 02/28/2005	Class A Common Stock 4
Deferred Compensation Units ⁽⁵⁾	<u>(6)</u>	02/28/2005		M	8,496	02/28/2005 02/28/2005	Class A Common Stock 8
Deferred Compensation Units ⁽⁵⁾	<u>(6)</u>	02/28/2005		M	630	02/28/2005 02/28/2005	Class A Common Stock
Deferred Compensation Units ⁽⁵⁾	<u>(6)</u>	02/28/2005		M	7,102	02/28/2005 02/28/2005	Class A Common Stock 7

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FLYNN JOHN L C/O THE FAIRCHILD CORPORATION 1750 TYSONS BLVD., SUITE 1400	Senior V.P., CFO & Treasurer

MCLEAN, VA 22102

Signatures

John L. Flynn

02/28/2005

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) 401K: 651 additional shares acquired through routine acquisitions.
- (2) Exercisable in 25% annual increments on 9/19/01; 9/19/02; 9/19/03; 9/19/04.
- (3) Exercisable in 25% annual increments on 9/21/02; 9/21/03; 9/21/04; 9/21/05.
- (4) Exercisable in 25% annual increments on 9/20/03; 9/20/04; 9/20/05; 9/20/06.
- (5) The Reporting Person elected to defer receipt of shares of common stock issuable upon exercise of his option, resulting in the accrual to his account of a corresponding no. of Deferred Compensation Units.
- (6) 1 share Class A Common Stock for 1 DCU
- (7) N/A: DCU pay-outs in the form of one share of Fairchild Class A Common Stock for each Deferred Compensation Unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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