

FAIRCHILD CORP

Form 4

March 02, 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 *
HERCOT NATALIA

(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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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. 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					10,000	I	Spouse
Class B Common Stock					15,000	D	
Class A Common Stock	02/28/2005		M		6,641	A	<u>11</u> 41,837

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

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(9-02)

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 (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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	(2)					(3) (4)	Class A Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 6.5625					(5) 09/18/2005	Class A Common Stock 5,000
Employee Stock Option (Right to Buy)	\$ 3.1					(6) 09/20/2006	Class A Common Stock 31,600
Deferred Compensation Units	(7)	02/28/2005		M	6,641	02/28/2005 02/28/2005	Class A Common Stock 6,641

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HERCOT NATALIA C/O THE FAIRCHILD CORPORATION 1750 TYSONS BLVD., SUITE 1400 MCLEAN, VA 22102	X

Signatures

Natalia F.
Hercot 03/02/2005

**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) N/A -- DCU pay-out
- (2) One share class A Common Stock for one share Class B Common Stock
- (3) Immediately exercisable.
- (4) No expiration date.
- (5) Exercisable in 25% annual increments on 9/19/01; 9/19/02; 9/19/03; 9/19/04.
- (6) Exercisable in 25% annual increments on 9/21/02; 9/21/03; 9/21/04; 9/21/05.
- (7) One share Class A Common Stock for one Deferred Compensation Unit ("DCU").

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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