

FAIRCHILD CORP

Form 4

June 25, 2008

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 *
SASSOWER PHILIP S

(Last) (First) (Middle)

**PHOENIX FA HOLDINGS,
LLC, 110 EAST 59TH STREET,
SUITE 1901**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

FAIRCHILD CORP [FA]

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

03/12/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 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	03/12/2008		P		5,500	A	\$ 2.3424	6,908,088 I	By Phoenix FA Holdings, LLC ⁽¹⁾
Class A Common Stock	03/13/2008		P		16,400	A	\$ 2.3495	6,924,488 I	By Phoenix FA Holdings, LLC ⁽¹⁾
	03/14/2008		P		15,500	A	\$ 2.345	6,939,988 I	

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Class A Common Stock								By Phoenix FA Holdings, LLC ⁽¹⁾
Class A Common Stock	03/17/2008	P	2,200	A	\$ 2.3218	6,942,188	I	By Phoenix FA Holdings, LLC ⁽¹⁾
Class A Common Stock	03/26/2008	P	3,350	A	\$ 2.35	6,945,538	I	By Phoenix FA Holdings, LLC ⁽¹⁾
Class A Common Stock	03/27/2008	P	1,100	A	\$ 2.35	6,946,638	I	By Phoenix FA Holdings, LLC ⁽¹⁾
Class A Common Stock	04/01/2008	P	4,300	A	\$ 2.35	6,950,938	I	By Phoenix FA Holdings, LLC ⁽¹⁾
Class A Common Stock	04/03/2008	P	400	A	\$ 2.35	6,951,338	I	By Phoenix FA Holdings, LLC ⁽¹⁾
Class A Common Stock	04/04/2008	P	1,250	A	\$ 2.35	6,952,588	I	By Phoenix FA Holdings, LLC ⁽¹⁾
Class A Common Stock	04/04/2008	P	4,500	A	\$ 2.3496	6,957,088	I	By Phoenix FA Holdings, LLC ⁽¹⁾
Class A Common Stock	04/07/2008	P	2,200	A	\$ 2.3441	6,959,288	I	By Phoenix FA Holdings, LLC ⁽¹⁾

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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 Acquired (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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SASSOWER PHILIP S PHOENIX FA HOLDINGS, LLC 110 EAST 59TH STREET, SUITE 1901 NEW YORK, NY 10022	X	X		

Signatures

Philip S.
Sassower 06/25/2008

__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) The Reporting Person disclaims any beneficial ownership of the securities held by Phoenix FA Holdings, LLC, except to the extent of his pecuniary interest therein.

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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