

Davis D Randolph
 Form 4
 February 26, 2009

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Davis D Randolph

2. Issuer Name and Ticker or Trading Symbol
 Spirit AeroSystems Holdings, Inc.
 [SPR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2009

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

C/O SPIRIT AEROSYSTEMS HOLDINGS, INC., 3801 SOUTH OLIVER

(Street)

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

WICHITA, KS 67210

(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)
				(A) or (D)	Price		
Class A Common Stock	02/24/2009		C	618	A (3) 9,752 (5) (6)	D	
Class A Common Stock	02/24/2009		S	618	D \$ 11.07 9,134 (5) (6)	D	

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

SEC 1474 (9-02)

displays a currently valid OMB control 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 of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Class B Common Stock	(1)	02/24/2009		C	618	02/22/2009 (2)	Class A Common Stock	618 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis D Randolph C/O SPIRIT AEROSYSTEMS HOLDINGS, INC. 3801 SOUTH OLIVER WICHITA, KS 67210			Corporate Controller	

Signatures

/s/ Jonathan A. Greenberg, as attorney-in-fact For D. Randolph
Davis
02/26/2009

**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) Each share of class B common stock, par value \$0.01, of the issuer (the "Class B Common Stock") is convertible at any time, at the option of the holder, into one share of class A common stock, par value \$0.01, of the issuer (the "Class A Common Stock").
- (2) No expiration.
- (3) Conversion without consideration.
- (4) Includes the beneficial ownership of a previous grant of 7,515 shares under the issuer's Executive Incentive Plan ("EIP"), as generally described in the issuer's S-1 filed on November 17, 2006, the issuer's proxy statement filed on April 9, 2007, and the issuer's proxy statement filed on March 24, 2008. Such shares will vest upon (a) satisfaction of the remainder of a ratable five-year service requirement; and (b) the earliest of (i) a liquidity event as defined in the EIP, (ii) June 16, 2015, or (iii) at such time as a participant incurs income tax

Edgar Filing: Davis D Randolph - Form 4

liability under applicable law with respect to the shares, but for this purpose only to the extent that the shares are to be sold to pay a participant's withholding tax liability (as generally described in the issuer's Form 8-K filed on October 22, 2008).

- (5) Includes 4,139 shares of Class A Common Stock which will vest on February 20, 2010, if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries at that time.

- (6) Includes a restricted stock award of 4,995 shares that will vest annually at a rate of 33% beginning May 5, 2011 if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries on each annual vesting date. If the recipient acquires an interest in all shares granted under the issuer's EIP before 2010, these restricted shares will vest annually at a rate of 33% beginning May 5, 2010 if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries on each annual vesting date.

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.