

FAIRCHILD CORP
Form 4
March 01, 2005

FORM 4

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

OMB APPROVAL

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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 *
HARRIS HAROLD J

(Last) (First) (Middle)

C/O THE FAIRCHILD CORPORATION, 1750 TYSONS BOULEVARD, 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
 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 Ownership (Instr. 4)
				(A)	(D)	Price			
			Code	V	Amount	(D)			
Class A Common Stock	02/28/2005		M		15,762	A	61,224	D	
Class A Common Stock							7,500	I	Spouse
Class A Common Stock							27,268	I	Wm J. Harris 401K and Profit Sharing

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
NED Stock Option (Right to Buy) ⁽⁵⁾	\$ 6					11/20/2000	11/19/2005	Class A Common Stock
NED Stock Option (Right to Buy) ⁽⁵⁾	\$ 6					11/20/2001 ⁽¹⁾	11/19/2005	Class A Common Stock
NED Stock Option (Right to Buy) ⁽⁵⁾	\$ 2.35					11/13/2001	11/12/2006	Class A Common Stock
NED Stock Option (Right to Buy) ⁽⁵⁾	\$ 2.35					11/13/2002 ⁽²⁾	11/12/2011	Class A Common Stock
NED Stock Option (Right to buy) ⁽⁵⁾	\$ 4.99					11/21/2002	11/20/2007	Class A Common Stock
Deferred Compensation Units ⁽³⁾	⁽⁴⁾	02/28/2005		M	15,762	02/28/2005	02/28/2005	Class A Common Stock
NED Stock Option (Right to Buy) ⁽⁵⁾	\$ 5.11					11/07/2003	11/06/2008	Class A Common Stock
NED Stock Option (Right to Buy) ⁽⁵⁾	\$ 3.49					02/16/2005	02/15/2010	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS HAROLD J C/O THE FAIRCHILD CORPORATION 1750 TYSONS BOULEVARD, SUITE 1400 MCLEAN, VA 22102	X			

Signatures

Donald E. Miller, Attorney-In-Fact for Harold J. Harris	03/01/2005
**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) Exercisable in 25% annual increments on 11/20/01; 11/20/02; 11/20/03; 11/20/04.
- (2) Exercisable in 25% annual increments on 11/13/02; 11/13/03; 11/13/04; 11/13/05.
- (3) 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.
- (4) One share Class A Common Stock for one Deferred Compensation Unit.
- (5) NED stands for Non-Employee Director
- (6) N/A -- DCU pay-out 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. 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.