

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 \*  
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  
 Officer (give title below)  Other (specify below)  
Senior V.P., CFO & Treasurer

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) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common Stock            |                                      |  |                                |   |   | 8,057 <sup>(1)</sup>                                     | I 401K                            |
| Class A Common Stock            | 02/28/2005                           |  | M                              | 20,255  | A <sup>(7)</sup>  | 44,623   | D                                 |

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

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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 of Underlying Security (Instr. 3 and 4) |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                |
| Employee Stock Option (Right to Buy)       | \$ 6.5625  |                                      |  |                                |   | 09/19/2001 <sup>(2)</sup>                                | 09/18/2005  | Class A Common Stock |
| Employee Stock Option (Right to Buy)       | \$ 3.1   |                                      |  |                                |   | 09/21/2002 <sup>(3)</sup>                                | 09/20/2006  | Class A Common Stock |
| Employee Stock Option (Right to buy)       | \$ 5.03  |                                      |  |                                |   | 09/20/2003 <sup>(4)</sup>                                | 09/19/2007  | Class A Common Stock |
| Deferred Compensation Units <sup>(5)</sup> | <u>(6)</u>   | 02/28/2005                           |  | M                              | 4,027   | 02/28/2005   | 02/28/2005  | Class A Common Stock |
| Deferred Compensation Units <sup>(5)</sup> | <u>(6)</u>   | 02/28/2005                           |  | M                              | 8,496   | 02/28/2005   | 02/28/2005  | Class A Common Stock |
| Deferred Compensation Units <sup>(5)</sup> | <u>(6)</u>   | 02/28/2005                           |  | M                              | 630   | 02/28/2005   | 02/28/2005  | Class A Common Stock |
| Deferred Compensation Units <sup>(5)</sup> | <u>(6)</u>   | 02/28/2005                           |  | M                              | 7,102   | 02/28/2005   | 02/28/2005  | Class A Common Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| FLYNN JOHN L<br>C/O THE FAIRCHILD CORPORATION<br>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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