

MILLER DONALD E
Form 4
March 01, 2005

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 *
MILLER DONALD E

2. Issuer Name and Ticker or Trading Symbol
FAIRCHILD CORP [FA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

C/O THE FAIRCHILD CORPORATION, 1750 TYSONS BLVD., SUITE 1400

(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

MCLEAN, VA 22102

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock | 02/28/2005 | | M | | 32,033 | A | 89,776 |
| Class A Common Stock | | | | | 300 | I | Custodian for minor child |

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 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 ⁽¹⁾ 09/18/2005 | Class A Common Stock |
| Employee Stock Option (Right to Buy) | \$ 3.1 | | | | | 09/21/2002 ⁽²⁾ 09/20/2006 | Class A Common Stock |
| Employee Stock Option (Right to buy) | \$ 5.03 | | | | | 09/20/2003 ⁽³⁾ 09/19/2007 | Class A Common Stock |
| Deferred Compensation Units ⁽⁴⁾ | <u>(S)</u> | 02/28/2005 | | M | 4,027 | 02/28/2005 02/28/2005 | Class A Common Stock |
| Deferred Compensation Units ⁽⁴⁾ | <u>(S)</u> | 02/08/2005 | | M | 8,852 | 02/28/2005 02/28/2005 | Class A Common Stock |
| Deferred Compensation Units ⁽⁴⁾ | <u>(S)</u> | 02/28/2005 | | M | 1,190 | 02/28/2005 02/28/2005 | Class A Common Stock |
| Deferred Compensation Units ⁽⁴⁾ | <u>(S)</u> | 02/28/2005 | | M | 11,328 | 02/28/2005 02/28/2005 | Class A Common Stock |
| Deferred Compensation Units ⁽⁴⁾ | <u>(S)</u> | 02/28/2005 | | M | 1,050 | 02/28/2005 02/28/2005 | Class A Common Stock |
| Deferred Compensation Units ⁽⁴⁾ | <u>(S)</u> | 02/28/2005 | | M | 5,586 | 02/28/2005 02/28/2005 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER DONALD E C/O THE FAIRCHILD CORPORATION 1750 TYSONS BLVD., SUITE 1400 MCLEAN, VA 22102 | | | Executive Vice President | |

Signatures

Donald E.
Miller

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 9/19/01; 9/19/02; 9/19/03; 9/19/04.
- (2) Exercisable in 25% annual increments on 9/21/02; 9/21/03; 9/21/04; 9/21/05.
- (3) Exercisable in 25% annual increments on 9/20/03; 9/20/04; 9/20/05; 9/20/06.
- (4) The Reporting Person elected to defer receipt of shares of common stock issuable upon exercise of his options, resulting in the accrual to his account of a corresponding no. of Deferred Compensation Units.
- (5) 1 share Class A Common Stock for 1 DCU.
- (6) N/A -- DCU pay-outs in the form of one share of Class A Common Stock for each 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. 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.