## Edgar Filing: Buchanan Richard R - Form 4

Buchanan Richard R Form 4						
October 22, 2008						
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION					OMB APPROVAL	
Check this box		ashington, D.C. 20549	COMMISSION	OMB Number:	3235-0287	
if no longer subject to Section 16. Form 4 or Form 5 Filed pur	rsuant to Section (a) of the Public U	F CHANGES IN BENEFICIAL OWNERSHIP ( SECURITIES Section 16(a) of the Securities Exchange Act of 193 Public Utility Holding Company Act of 1935 or Sec			Estimated average burden hours per response 0.5	
<i>See</i> Instruction 1(b).	30(n) of the I	nvestment Company Act of 1	940			
(Print or Type Responses)						
1. Name and Address of Reporting Buchanan Richard R	Symbol	er Name <b>and</b> Ticker or Trading AeroSystems Holdings, Inc.	5. Relationship of Reporting Person(s) to Issuer			
	[SPR]	· · ·		Check all applicable)		
(Last) (First) ( C/O SPIRIT AEROSYSTEM HOLDINGS, INC., 3801 SC OLIVER	(Month/ MS 10/20/	of Earliest Transaction Day/Year) 2008	Director X Officer (give below) S.V.P./G.N		6 Owner er (specify gment	
(Street)		nendment, Date Original onth/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
WICHITA, KS 67210			Form filed by M Person	fore than One R	eporting	
(City) (State)	(Zip) Tal	ble I - Non-Derivative Securities A	cquired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or	SecuritiesFBeneficially(IOwned(I	5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a separate line	a far angh along of an	Code V Amount (D) Price				

Persons who respond to the collection of information contained in this form are not required to respond unless the form 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)

## Reporting Owners

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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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and 4	ecurities	8. P Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	<u>(1)</u>	10/20/2008		А	34,572	(2)	(3)	Class A Common Stock	34,572	

## **Reporting Owners**

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
Buchanan Richard R C/O SPIRIT AEROSYSTEMS HOLDINGS, INC. 3801 SOUTH OLIVER WICHITA, KS 67210			S.V.P./G.M. Fuselage Segment			
Signatures						
Jonathan A. Greenberg, as attorney-in-fact for Richa	ard R.		10/22/2008			

Buchanan <u>\*\*</u>Signature of Reporting Person

**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).

After the vesting of shares, 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").

Constitutes the acquisition of beneficial ownership of a previous grant of 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

Date

- (2) proxy statement field on March 24, 2008. Such shares will vest upon (a) satisfaction of the remainder of a ratable rive-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 liability under applicable law with respect to the shares, but for this purpose only to the extent that 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).
- (3) No expiration.
- (4) Conversion without consideration.
- (5) Includes 3,250 shares of Class B Common Stock which will vest on February 22, 2009, if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries at that time.

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.