

Walker H David
Form 4
October 01, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Walker H David

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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, Sales & Marketing

(Street)

WICHITA, KS 67210

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/29/2009		C		6,529	A	<u>(3)</u>	71,755 <u>(4)</u> <u>(5)</u>	D	
Class A Common Stock	09/29/2009		S		<u>1,900</u> <u>(6)</u>	D	\$ 18.49	69,855 <u>(4)</u> <u>(5)</u>	D	
Class A Common Stock	09/29/2009		S		<u>4,629</u> <u>(6)</u>	D	\$ 18.48	65,226 <u>(4)</u> <u>(5)</u>	D	

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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 (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	<u>(1)</u>	09/29/2009		C	6,529	09/26/2009 <u>(2)</u>	Class A Common Stock	6,529

Reporting Owners

Reporting Owner Name / Address	Relationships
Walker H David C/O SPIRIT AEROSYSTEMS HOLDINGS, INC. 3801 SOUTH OLIVER WICHITA, KS 67210	Director 10% Owner Officer Other SVP, Sales & Marketing

Signatures

/s/ Jonathan A. Greenberg, as attorney-in-fact For H. David Walker

10/01/2009

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) Upon vesting, each share of Class B common stock, part 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)

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Includes 7,293 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.

- Includes a restricted stock award of 9,158 shares of Class A Common Stock 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
- (5) recipient acquires an interest in all shares granted under the issuer's Executive Incentive Plan ("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.
- (6) Constitutes shares sold solely to satisfy the filer's tax obligations under the EIP (as generally described in the issuer's Form 8-K filed on October 22, 2008).

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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