FAIRCHILD CORP
Form 4
March 01, 2005

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHEY HERBERT S

(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)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/28/2005		M		18,666	A	(6)	18,666	D	

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

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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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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			18,666	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)	$ 3.49							02/16/2005	02/15/2010	Class A Common Stock	

Reporting Owners

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

Signatures

Herbert S. Richey — 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) 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

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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