

Spirit AeroSystems Holdings, Inc.  
 Form 4  
 February 26, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Davis D Randolph

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)  
 02/22/2008

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Controller

(Street)  
 WICHITA, KS 67210

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

(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  | (A) or (D)   | Price                             |
| Class A Common Stock            | 02/22/2008                           |  | C                              |   | 611   | A  | (3) 611                           |
| Class A Common Stock            | 02/22/2008                           |  | S <sup>(5)</sup>               |   | 611   | D  | \$ 27.93 0                        |

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

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SEC 1474 (9-02)

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)

| 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) | 8. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Class B Common Stock                       | (1)  | 02/22/2008                           |  | C                              | 611   | 02/22/2008 (2)   | Class A Common Stock  | 611 (3)  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |            |
|---|---------------|-----------|---------|------------|
|   | Director      | 10% Owner | Officer | Other      |
| Davis D Randolph<br>C/O SPIRIT AEROSYSTEMS HOLDINGS, INC.<br>3801 SOUTH OLIVER<br>WICHITA, KS 67210 |               |           |         | Controller |

## Signatures

/s/ Gloria Farha Flentje, as Attorney-in-Fact for D. Randolph Davis  
 \*\*Signature of Reporting Person  
 Date: 02/26/2008

## 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) 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").
- (2) No expiration.
- (3) Conversion without consideration.
- (4) Includes 1,576 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.
- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b-5 trading plan adopted by the reporting person on November 8, 2007.

## Edgar Filing: Spirit AeroSystems Holdings, Inc. - Form 4

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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