#### MILLER DONALD E

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** 

OMB Number:

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MILLER DONALD E Issuer Symbol FAIRCHILD CORP [FA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify C/O THE FAIRCHILD 02/28/2005 below) CORPORATION, 1750 TYSONS **Executive Vice President** BLVD., SUITE 1400 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MCLEAN, VA 22102 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Instr. 8) (Instr. 3, 4 and 5) Ownership (Month/Day/Year) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D) Class A Common 02/28/2005 M 32,033 D A <u>(6)</u> 89,776 Stock Class A Custodian Common 300 Ι for minor Stock child

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

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(9-02)

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#### 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V (	(A) (D)	Date Exercisable	Expiration Date	Title C
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)	(5)	02/28/2005		M	4,027	02/28/2005	02/28/2005	Class A Common Stock
Deferred Compensation Units (4)	<u>(5)</u>	02/08/2005		M	8,852	02/28/2005	02/28/2005	Class A Common Stock
Deferred Compensation Units (4)	(5)	02/28/2005		M	1,190	02/28/2005	02/28/2005	Class A Common Stock
Deferred Compensation Units (4)	(5)	02/28/2005		M	11,328	02/28/2005	02/28/2005	Class A Common Stock
Deferred Compensation Units (4)	<u>(5)</u>	02/28/2005		M	1,050	02/28/2005	02/28/2005	Class A Common Stock
Deferred Compensation Units (4)	(5)	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. 03/01/2005 Miller

\*\*Signature of Date
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).
- (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.

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