FAIRCHILD CORP

Form 4

October 28, 2005

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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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

2. Issuer Name and Ticker or Trading

may continue. See Instruction

1(b).

Common

Stock

01/11/2005

(Print or Type Responses)

1. Name and Address of Reporting Person *

| CAPLIN MORTIMER M | | | Symbol | | | | | Issuer | | | |
|--------------------------------------|---|---|-------------|------|--|---------|---|--|--|---|--|
| | F | FAIRCHILD CORP [FA] | | | | | (Check all applicable) | | | | |
| C/O THE F CORPORA BOULEVA | (M 01 SONS | 3. Date of Earliest Transaction (Month/Day/Year) 01/11/2005 | | | | | X Director 10% Owner Officer (give title Other (specify below) | | | | |
| | 4. | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | Fil | Filed(Month/Day/Year) | | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| MCLEAN, | | | | | | | Person | | | | |
| (City) | (State) | (Zip) | Table I - N | on-D | erivative S | ecuriti | ies Acq | uired, Disposed | of, or Benefici | ally Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | e 2A. Deemed Execution Da any (Month/Day/ | Code | | 4. Securitien(A) or Disp (Instr. 3, 4 | osed o | of (D) | 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) | |
| Class A | | | Code | V | Amount | (D) | Price | (Ilisu. 3 aliu 4) | | | |
| Class A Common Stock | 01/11/2005 | | G | V | 120,364 | D | <u>(5)</u> | 0 | D | | |
| Class A | 01/11/2005 | | G | V | 120 364 | A | (5) | 120 364 | Ī | The Mortimer and Ruth | |

V 120,364 A

120,364

Ι

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

Caplin

Revocable Trust

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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) | nsaction Date h/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 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) (4) | \$ 6 | | | | | 11/20/2000 | 11/19/2005 | Class A Common Stock | 1,000 |
| NED Stock Option (Right to Buy) (4) | \$ 6 | | | | | 11/20/2001(1) | 11/19/2005 | Class A Common Stock | 7,500 |
| NED Stock Option (Right to Buy) (4) | \$ 2.35 | | | | | 11/13/2001 | 11/12/2006 | Class A Common Stock | 1,000 |
| NED Stock Option (Right to Buy) (4) | \$ 2.35 | | | | | 11/13/2002(2) | 11/12/2011 | Class A Common Stock | 2,000 |
| NED Stock Option (Right to buy) (4) | \$ 4.99 | | | | | 11/21/2002 | 11/20/2007 | Class A Common Stock | 1,000 |
| | \$ 5.11 | | | | | 11/07/2003 | 11/06/2008 | | 1,000 |

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NED Class A
Stock Common
Option Stock

(Right to Buy) (4)

NED

Stock Class A

Option \$ 3.49 02/16/2005 02/15/2010 Common 1,000

(Right to Stock

Buy) (4)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CAPLIN MORTIMER M C/O THE FAIRCHILD CORPORATION 1750 TYSONS BOULEVARD, SUITE 1400 MCLEAN, VA 22102

X

Signatures

Mortimer M. Caplin 10/28/2005

**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 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 Mortimer and Ruth Caplin Revocable Trust, which is a revocable trust of which the reporting person and his spouse are the sole trustees and lifetime beneficiaries.
- (4) NED stands for "Non-Employee Director"
- (5) Gift of stock directly owned by the reporting person to The Mortimer and Ruth Caplin Revocable Trust.

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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