

Walker H David
Form 4
April 05, 2010

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2010

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
SVP, CTO & Bus. Development

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	04/01/2010		C		18,500	A <u>(3)</u>	81,107 D
Class A Common Stock	04/01/2010		S		18,500 <u>(5)</u>	D \$ 23.55 <u>(4)</u>	62,607 D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Class B Common Stock	<u>(1)</u>	04/01/2010		C	12,898	02/17/2007	<u>(2)</u>	Class A Common Stock 12,898
Class B Common Stock	<u>(1)</u>	04/01/2010		C	5,602	05/25/2007	<u>(2)</u>	Class A Common Stock 5,602

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Walker H David
C/O SPIRIT AEROSYSTEMS HOLDINGS, INC.
3801 SOUTH OLIVER
WICHITA, KS 67210

SVP, CTO & Bus. Development

Signatures

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

04/05/2010

**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, 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.

The price reported reflects a weighted average price. This transaction was executed in multiple trades at prices ranging from \$23.44 to

- (4) \$23.69. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2009.

Remarks:

SVP, CTO & Business Development

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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