

Spirit AeroSystems Holdings, Inc.  
 Form 4  
 December 15, 2008

**FORM 4**

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

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).

**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 \*  
 Walker H David

(Last) (First) (Middle)

C/O SPIRIT AEROSYSTEMS,  
 HOLDINGS, INC., 3801 SOUTH  
 OLIVER

(Street)

WICHITA, KS 67210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Spirit AeroSystems Holdings, Inc.  
 [SPR]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/11/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 SVP, Sales & Marketing

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. Code		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)
			(Instr. 8)	(Instr. 8)	(A) or (D)	Amount			
Class A Common Stock	12/11/2008		P		A	100	\$ 8.92	9,258 <sup>(1)</sup>	D
Class A Common Stock	12/11/2008		P		A	600	\$ 8.91	9,858 <sup>(1)</sup>	D
Class A Common Stock	12/11/2008		P		A	700	\$ 8.9	10,558 <sup>(1)</sup>	D

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Class A Common Stock	12/11/2008		P	800	A	\$ 8.89	11,358 <sup>(1)</sup>	D
Class A Common Stock	12/11/2008		P	2,600	A	\$ 8.88	13,958 <sup>(1)</sup>	D
Class A Common Stock	12/11/2008		P	900	A	\$ 8.87	14,858 <sup>(1)</sup>	D
Class A Common Stock	12/11/2008		P	1,300	A	\$ 8.86	16,158 <sup>(1)</sup>	D
Class A Common Stock	12/11/2008		P	4,900	A	\$ 8.85	21,058 <sup>(1)</sup>	D
Class A Common Stock	12/11/2008		P	3,600	A	\$ 8.84	24,658 <sup>(1)</sup>	D
Class A Common Stock	12/11/2008		P	6,100	A	\$ 8.83	30,758 <sup>(1)</sup>	D
Class A Common Stock	12/11/2008		P	3,400	A	\$ 8.82	34,158 <sup>(1)</sup>	D

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

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(9-02)

**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 Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Shares

## 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, Sales & Marketing	

## Signatures

/s/ Jonathan A. Greenberg, attorney-in-fact for H. David Walker 12/15/2008

\_\_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).  
Includes a restricted stock award which will vest annually at a rate of 33% beginning May 5, 2011 if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries on each annual vesting date. If the recipient acquires an interest in all (1) shares granted under the issuer's Executive Incentive Plan before 2010, these restricted shares will vest annually at a rate of 33% beginning May 5, 2010 if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries on each annual vesting date.

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.