

FAIRCHILD CORP

Form 4

February 18, 2005

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 *
RICHEY HERBERT S

(Last) (First) (Middle)

**C/O THE FAIRCHILD
CORPORATION, 1750 TYSONS
BOULEVARD, SUITE 1400**

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FAIRCHILD CORP [FA]

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

02/16/2005

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)

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. 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)
				(A) or (D)			
				Code V Amount	Price		

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of
NED Stock Option (Right to Buy) ⁽⁶⁾	\$ 6						11/20/2000	11/19/2005	Class A Common Stock	1
NED Stock Option (Right to Buy) ⁽⁶⁾	\$ 6						11/20/2001 ⁽¹⁾	11/19/2005	Class A Common Stock	7
NED Stock Option (Right to Buy) ⁽⁶⁾	\$ 2.35						11/13/2001	11/12/2006	Class A Common Stock	1
NED Stock Option (Right to Buy) ⁽⁶⁾	\$ 2.35						11/13/2002 ⁽²⁾	11/12/2011	Class A Common Stock	2
NED Stock Option (Right to buy) ⁽⁶⁾	\$ 4.99						11/21/2002	11/20/2007	Class A Common Stock	1
Deferred Compensation Units ⁽³⁾	⁽⁴⁾						02/28/2005	02/28/2005	Class A Common Stock	1
NED Stock Option (Right to Buy) ⁽⁶⁾	\$ 5.11						11/07/2003	11/06/2008	Class A Common Stock	1
NED Stock Option (Right to Buy)	\$ 3.49	02/16/2005	A		1,000		02/16/2005	02/15/2010	Class A Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHEY HERBERT S C/O THE FAIRCHILD CORPORATION 1750 TYSONS BOULEVARD, SUITE 1400 MCLEAN, VA 22102	X			

Signatures

Herbert S.

Richey

02/16/2005

 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) 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 reporting person elected to defer receipt of shares of common stock issuable upon exercise of his option., resulting in the accrual to his account of a corresponding no. of Deferred Compensation Units.

(4) One share Class A Common Stock for one Deferred Compensation Unit.

(5) N/A -- stock option grant.

(6) NED stands for Non-Employee Director

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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