

FAIRCHILD CORP

Form 4

October 28, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CAPLIN MORTIMER M

(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)
01/11/2005

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 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)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	01/11/2005		G	V	120,364	D	<u>5</u> 0	D
Class A Common Stock	01/11/2005		G	V	120,364	A	<u>5</u> 120,364	I

The
Mortimer
and Ruth
Caplin
Revocable
Trust

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

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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 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. De Sec (In
				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

NED
Stock
Option
(Right to
Buy) ⁽⁴⁾

Class A
Common
Stock

NED
Stock
Option \$ 3.49
(Right to
Buy) ⁽⁴⁾

02/16/2005 02/15/2010 Class A
Common Stock 1,000

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
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 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.
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